AMAZING SPIDER-MAN

THE CLONE CONSPIRACY

SLOTT
CHEUNG
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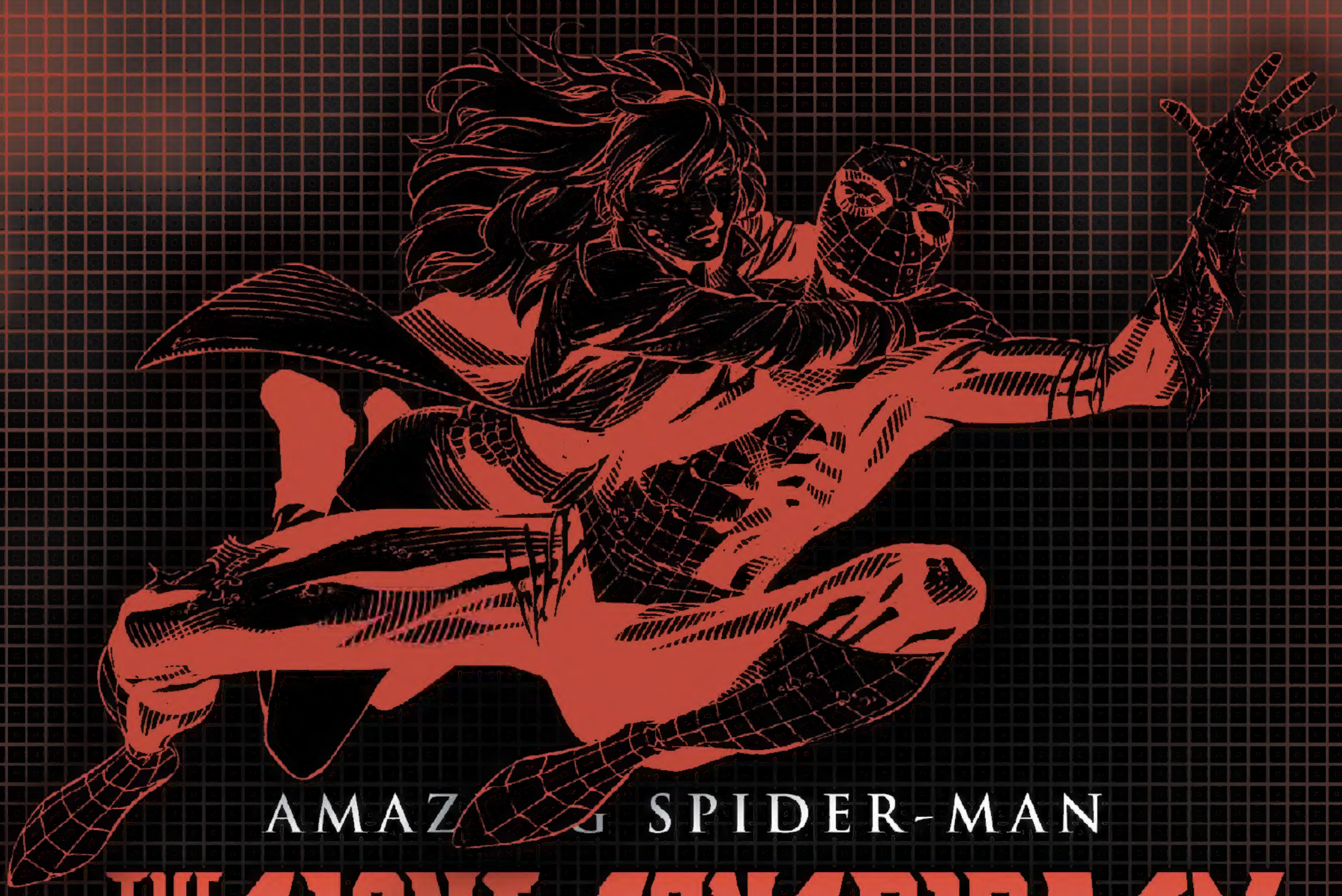
PONSOR

MARVEL



AMAZING SPIDER-MAN

THE CLONE CONSPIRACY

AMAZING SPIDER-MAN
THE CLONE CONSPIRACY

FREE COMIC BOOK DAY 2016

WRITER **Dan Slott**
ARTIST **Javier Garrón**
COLOR ARTIST **Frank D'Armata**
LETTERER **VC's Travis Lanham**

AMAZING SPIDER-MAN #19

"King's Ransom"
WRITER **Dan Slott**
ARTIST **Javier Garrón**
COLOR ARTIST **Frank D'Armata**

"Change of Heart"
WRITER **Dan Slott**
PENCILER **Giuseppe Camuncoli**
INKER **Cam Smith**
COLOR ARTIST **Jason Keith**

LETTERER **VC's Joe Caramagna**
COVER ART **Alex Ross**

THE CLONE CONSPIRACY #1-5

WRITER **Dan Slott**
PENCILERS **Jim Cheung**
WITH **Cory T. Smith** (#4)
INKERS **John Dell** WITH
Cory T. Smith (#4),
Jay Leisten (#5) & **Jim Cheung** (#5)
COLOR ARTIST **Justin Ponsor**

"The Night I Died"
WRITER **Dan Slott**
PENCILER **Ron Frenz**
INKER **John Dell**
COLOR ARTIST **Edgar Delgado**

SPECIAL THANKS TO GERRY CONWAY, GIL KANE, JOHN ROMITA SR. & TONY MORTELLARO

LETTERER **VC's Joe Caramagna**
COVER ART **Gabriele Dell'Otto**

THE CLONE CONSPIRACY: OMEGA

"Collateral Damage"
WRITERS **Dan Slott** & **Christos Gage**
ARTIST **Cory T. Smith**
COLOR ARTIST **Justin Ponsor**
LETTERER **VC's Joe Caramagna**
COVER ART **James Harren**

AMAZING SPIDER-MAN #20-24

WRITERS **Dan Slott** & **Christos Gage**
PENCILER **Giuseppe Camuncoli**
INKERS **Cam Smith**
WITH **Giuseppe Camuncoli** (#20)
& **Roberto Poggi** (#21)
COLOR ARTIST **Jason Keith**
LETTERER **VC's Joe Caramagna**
COVER ART **Alex Ross**

"Give Us a Wink"
WRITER **Peter David**
PENCILER **Mark Bagley**
INKER **John Dell**
COLOR ARTIST **Jason Keith**
LETTERER **VC's Joe Caramagna**

SILK #14-17

WRITER **Robbie Thompson**
ARTIST **Irene Strychalski**
COLOR ARTISTS **Ian Herring**
WITH **Irma Kniivila** (#15-16)
LETTERER **VC's Travis Lanham**
COVER ART **Helen Chen**

PROWLER #1-5

WRITER **Sean Ryan**
LAYOUT ARTIST **Javier Saltares**
ARTIST **Jamal Campbell**
INKER, #4 **Lorenzo Ruggiero**
LETTERER **VC's Cory Petit**
COVER ART **Travel Foreman**
WITH **Jason Keith** (#1-2)

"King's Favor"
WRITER **Dan Slott**
PENCILER **Stuart Immonen**
INKER **Wade von Grawbadger**
COLOR ARTIST **Richard Isanove**
LETTERER **VC's Joe Caramagna**

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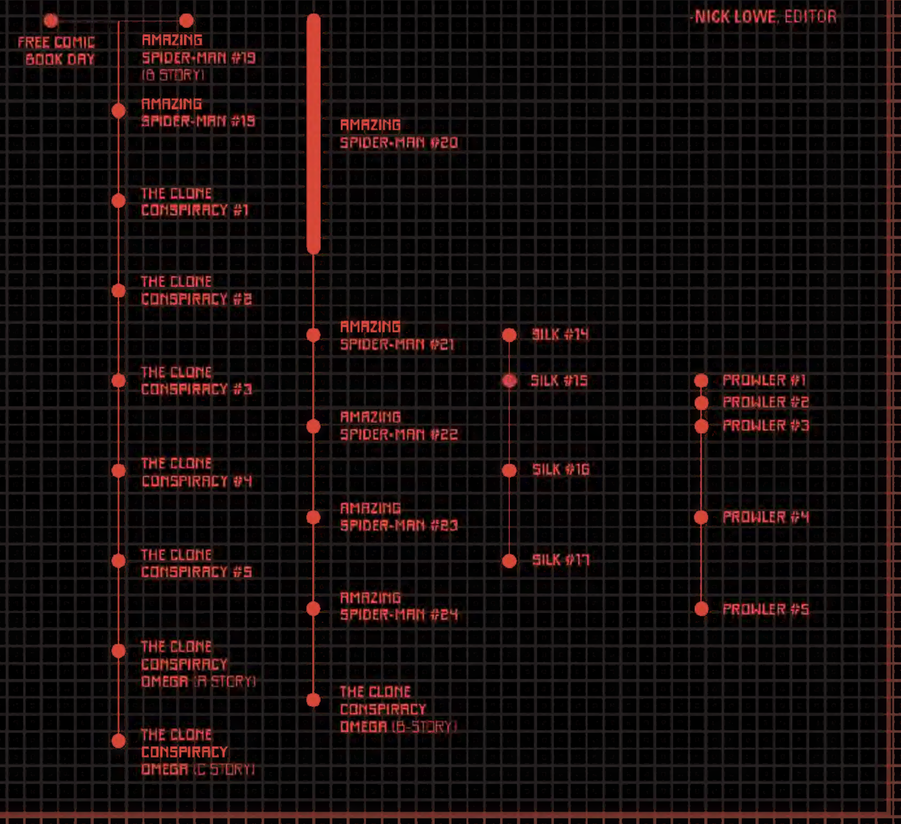
THE CLONE CONSPIRACY READING CHRONOLOGY

TRUE BELIEVERS! THE PULSE-POUNDING TALE YOU'RE ABOUT TO READ IS MULTIFACETED AND COMPLEX (LIKE EVERYONE READING IT!). WE'VE GIVEN IT TO YOU IN THE ORDER WE BELIEVE WILL MAKE EACH STORY THE MOST PLEASING EXPERIENCE POSSIBLE. HOWEVER, BECAUSE EACH OF THE STORIES HERE DEPARTS AND ARRIVES AT DIFFERENT MOMENTS IN THE OVERALL UBER-STORY, THERE WAS NO POSSIBLE WAY TO BIND IT UP CHRONOLOGICALLY. IF YOU WANT TO GET IT AS CHRONOLOGICALLY ACCURATE AS POSSIBLE, WE OFFER THIS HUMBLE CHART! EVERY READER IS DIFFERENT, SO WE HOPE THIS HELPS YOU ENJOY *THE CLONE CONSPIRACY* IN WHICHEVER WAY YOU SEE FIT!

NICK LOWE, EDITOR



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SPIDER-MAN CREATED BY **STAN LEE** & **STEVE DITKO**

BEFORE

DEAD NO MORE

AMAZING SPIDER-MAN #19 *"Change of Heart"*

SAN FRANCISCO.

CAN'T BELIEVE WE'RE JUST SITTING HERE HAVING LUNCH.

WHAT? MAX, YOU'RE MY OL' MENTOR. ONE OF MY FAVORITE PEOPLE IN THE WHOLE WORLD.

NO ONE I'D RATHER BREAK BREAD WITH. EVEN THIS SOURDOUGH STUFF.

PETER, YOU'RE THE CEO OF A MAJOR CORPORATION. YOUR TIME IS VALUABLE.

EVERYONE'S TIME IS VALUABLE. IF THERE'S ONE THING RECENT EVENTS HAVE REMINDED ME OF...

...IT'S THAT LIFE IS SHORT AND YOU ONLY-- KOFF--

OKSANA?

PETER? ARE YOU ALL RIGHT?

THAT WOMAN!

SHE LOOKED JUST LIKE *OKSANA SYTSEVICH*. THE RHINO'S WIFE. BUT SHE CAN'T BE! OKSANA IS--

BRATTATATTA K-KOOM

GUNFIRE! EXPLOSIONS! THE OKSANA MYSTERY CAN WAIT.

SORRY, MAX. I HAVE TO--

RUN OFF AND TAKE PICTURES FOR THE *DAILY BUGLE*?

YES. WHAT? NO. THERE'S PARKER INDUSTRIES BUSINESS I FORGOT ABOUT AND--

DON'T WORRY, PETER. YOU GO. I'LL GET THE CHECK.

DOES HE KNOW?

MAX MODELL *IS* ONE OF THE SMARTEST MEN ALIVE. IF ANYONE COULD FIGURE OUT MY SECRET, IT'S HIM.

WORRY ABOUT THAT LATER.

FOR NOW...

...OR STUFF GOING ON IN MY LIFE.

...PEOPLE NEED ME.

I HAVE GREAT POWER. AND WITH IT...

AND IT DOESN'T MATTER...

...COMES GREAT RESPONSIBILITY AND...

...IF I HAVE A COMPANY TO RUN...

THWIP

...THE SWINGING! *LOTS* OF SWINGING.

WHICH DOESN'T SUCK. 'CAUSE LET'S FACE IT, THE SWINGING PART IS *COOL*.

WHOA. WHAT HAVE WE HERE?

the AMAZING SPIDER-MAN in UP & ABOUT

HE MAY BE TRAVELING AT SIXTY MILES AN HOUR...

...BUT I'D KNOW THAT BIG MASS OF BALD, BLUBBERY FLESH ANYWHERE.

MR. FISK! LOOK OU--

K-KANG

WILSON FISK, THE *KINGPIN* OF CRIME!

GET THE BOSS OUTTA HERE! WE'LL COVER YOU!

BRING DOWN THE CHOPPER! *NOW!*

NO! OUT OF MY WAY!

BUT, MR. FISK, YOU'RE NOT LOOKIN' SO GOOD.

QUIET! WHAT THEY DID TO ME IN THERE-- WHAT THEY PUT ME THROUGH--

I'LL DESTROY THEM!

MY MASTER GAVE YOU *EVERYTHING*, FAT MAN!

AND YOU TURNED HIM DOWN?

GOING TO ACT LIKE A *FOOL*, FISK, YOU CAN *DIE* LIKE ONE!

THE *RHINO?!* HOW'S *HE* BACK? DOESN'T MATTER.

KTANG KTANG KTANG

IF I DON'T DO SOMETHING FAST, THOSE MEN WILL GET *TRAMPLED!*

KTANG KTANG

EVEN WITH MY NEW ARMOR, THIS IS GONNA HURT--

FTAM

--AND IT STILL WON'T STOP HIM!

HEY!

DIVERT HIM? SURE.

I MEAN, C'MON. THAT'S BASIC PHYSICS.

KRNCHH

THE BUILDING? *THAT'LL* STOP HIM. FOR A BIT.

YOU'RE WELCOME BY THE WAY, WILLIE. FOR THE SAVE AND ALL.

I DIDN'T ASK YOU TO INTERFERE, SPIDER-MAN.

AND YOU SHOULDN'T HAVE. THIS WAS *PERSONAL.*

BOSS, PLEASE. YOU'RE HURTING. WE'LL GET THIS GUY LATER.

WAIT! ONE OF YOUR MEN'S BEEN GORED.

HE'S BLEEDING OUT! WE HAVE TO GET HIM TO...

...A HOSPITAL.

SO MUCH FOR COMPANY LOYALTY, HUH?

NO!

THE MASTER SAID YOU HAD TO DIE. HE DOES NOT ACCEPT FAILURE.

EASY, PAL. HANG IN THERE.

HERE. THIS SHOULD HOLD EVERYTHING IN PLACE TILL WE GET YOU LOOKED AT.

THWIP-IP

SPIDER-MAN! DO YOU HAVE *ANY* IDEA WHAT YOU'VE DONE?!

WHAT YOU'VE COST ME?!

OH, BOY.

CAN'T DROP THIS GUY. CAN'T JUMP OUT OF THE WAY. SO...

THAT MEANS *YOU* HAVE TO GO *DOWN*, RHINO.

LITERALLY.

EXPLOSIVE SPIDER-TRACERS.

WHAT?!

SORRY, HORN-HEAD. BUT FIGHTING YOU NOW...

BCHOOM

"...THAT'S BENEATH ME."

WEEOOWEEOO

ABOUT *FIFTEEN FEET* BENEATH ME.

WEEOOWEEOO

THIS IS POINTLESS. FISK HAS ESCAPED.

AND THE MASTER WILL WANT TO KNOW WHY.

I AM SORRY, BELOVED. WE MUST PRAY HE FORGIVES ME.

NO SIGN OF THE RHINO.

AND A QUICK SCAN SHOWS KINGPIN'S GUARD IS STABLE FOR NOW.

REMEMBER, USE THE CAPSULE TO DISSOLVE THE WEBBING...

...BUT ONLY WHEN THE DOCTORS ARE READY TO GO IN.

THANKS, SPIDEY. WE GOT THIS.

HEY, IF YOU DON'T MIND... THERE'S A CRIME SCENE IN THE FISK BUILDING...

...WE COULD REALLY USE YOUR HELP. YOU AND ALL THOSE GADGETS YOU'VE GOT.

SO, CAN YOU I.D. THE VICTIM?

YEAH. SHE'S VANESSA FISK. THE KINGPIN'S WIFE.

HIS *LATE* WIFE.

THIS DOESN'T MAKE SENSE. SHE'S BEEN DEAD FOR YEARS.

THAT'S NOT THE CASE. THIS WOMAN DIED MINUTES AGO.

BODY'S BARELY GONE COLD.

OKSANA SHOULD BE DEAD.

THE RHINO SHOULD BE DEAD.

AND VANESSA SHOULD BE ROTTING AWAY IN A CRYPT SOMEWHERE.

WHATEVER THIS IS...

...IT'S WRONG! ALL WRONG!

I KNOW I LET YOU DOWN, BUT IT WASN'T MY FAULT!

IT WAS SPIDER-MAN! *HE* GOT IN THE WAY!

IT'S NO EXCUSE, BUT...I BEG OF YOU...

...DON'T TAKE MY WIFE AWAY FROM ME. PLEASE.

YOU HAVE PERFORMED YOUR DUTIES WELL, ALEKSEI. UP TILL NOW.

CONSIDER THIS YOUR FIRST STRIKE. IF YOU WANT OKSANA TO STAY IN THE LAND OF THE LIVING...

...YOU WILL *NOT* FAIL OUR MASTER *AGAIN.*

THANK YOU! I PROMISE! I'LL DO BETTER NEXT TIME! *YOU'LL SEE! THANK YOU!*

TODAY WAS A DISASTER. NOT ONLY WILL WILSON FISK *NOT* BE JOINING US...

...APPARENTLY *SPIDER-MAN'S* NOW INVOLVED.

OF COURSE HE IS. I KNEW THAT WOULD HAPPEN EVENTUALLY.

BUT NO WORRIES, DEAR. I'M SURE BETWEEN THE TWO OF US...

...WE CAN CUT HIM ONE *HELL* OF A DEAL.

SAN FRANCISCO. TWENTY MINUTES EARLIER.

FISK ENTERPRISES

"MY TOP ADVISERS ASKED ME TO TAKE THIS MEETING.

"BUT YOU MUST KNOW, PROFESSOR, THAT I HAVE SERIOUS DOUBTS.

"I'M A *LEGITIMATE* BUSINESSMAN NOW..."

...NOT SOMEONE WHO ASSOCIATES WITH MEN IN *MASKS*.

SO, WHATEVER YOU PLAN ON SELLING *FISK ENTERPRISES*...

...UNLESS IT'S THE DEAL OF THE CENTURY, I AM *NOT* INTERESTED.

WILSON-- CAN I CALL YOU WILSON? WHAT *I'M* OFFERING IS THE DEAL OF A *LIFETIME*.

OF *MANY* LIFETIMES.

A SCIENTIFIC BREAKTHROUGH SO IMPRESSIVE...

...THAT, COUPLED WITH YOUR CONNECTIONS AND DISTRIBUTION, WILL CHANGE THE WORLD AS YOU KNOW IT.

ENOUGH GRANDSTANDING. DON'T *TELL* ME HOW IMPRESSIVE THIS THING IS.

SHOW ME. *IMPRESS* ME.

VERY WELL. LET HIM HAVE A GOOD, LONG LOOK.

SNAP

AS YOU WISH.

THAT VOICE. IT CAN'T BE.

HELLO AGAIN, MY *HUSBAND.*

VANESSA!

MY LOVE.

KING'S RANSOM

HOW IS THIS POSSIBLE?

WARREN, WHAT HAVE YOU DONE? IS SHE...?

A CLONE? NO. THIS IS SOMETHING ***NEW.*** LIGHT-YEARS AHEAD OF MY OLD WORK.

CALL IT A ***REANIMATION.***

THIS PROCESS BRINGS SUBJECTS BACK ***BETTER*** THAN BEFORE. WITH ALL DEFECTS SCREENED OUT. AND EVERY MEMORY RESTORED.

IT'S ME, MY LOVE. RETURNED TO YOU. IN FULL HEALTH.

WILSON... WILLIE, WE CAN BE TOGETHER AGAIN.

AND IF YOU HELP WARREN, HE'LL BRING OUR ***SON*** BACK AS WELL. WE CAN HAVE ***EVERYTHING.***

SNAP

THAT WASN'T MY WIFE. THAT WAS AN ABOMINATION.

MY WIFE IS *DEAD.*

AND FOR DEFILING HER MEMORY, JACKAL, YOU CAN *JOIN HER.*

NOW, ALEKSEI!

SHOOT HIM!

HERE? ON-SITE? BUT, MR. FISK--

I DON'T CARE. DO IT.

BREAKAGE

NICELY TIMED, MR. SYTSEVICH.

PKOW

PAK

POK

PAK

BRING THE CHOPPER DOWN-- *NOW!*

WE GOTTA GET FISK OUTTA HERE!

NO! I'M NOT LEAVING!

NOT WHILE MILES WARREN IS STILL *ALIVE!* I'LL KILL HIM *MYSELF!*

THE HARD WAY, THEN. RHINO, *KILL* THE KINGPIN.

HUH? MASTER? YOU--

--YOU'VE NEVER ORDERED ME TO DO THAT BEFORE.

HE'S THE *KINGPIN.* HE'S DONE *TERRIBLE* THINGS. AND HE'LL ONLY BE DEAD FOR A *LITTLE* BIT.

BUT--

I'LL BRING HIM *BACK.* THEN HE'LL BE ON *OUR* TEAM.

BUT YOU SAID--

GO! KILL HIM AND BRING HIS CORPSE TO *THE UNDERWORLD.* DON'T MAKE ME ASK AGAIN.

JACKAL!

POOR FISK. YOU COULD'VE HAD IT ALL.

WE COULD'VE BEEN *PARTNERS.* NOW *I'LL* BE THE ONLY ONE IN CHARGE.

AND SPEAKING OF "CHARGE"... RHINO?

TOOM TOOM TOOM

KARUNCHH

KRANG

YOU FORCED HIS HAND.

YOU'RE *MAKING* ME DO THIS.

TOOM TOOM TOOM

MY MASTER GAVE YOU *EVERYTHING*, FAT MAN!

AND YOU TURNED HIM DOWN?

IF YOU'RE GOING TO ACT LIKE A *FOOL*, FISK, YOU CAN *DIE* LIKE ONE!

GUESS THIS IS WHERE *I* COME IN.*

FTAM!

*HOW'D SPIDEY GET HERE? SEE MAY'S FREE COMIC BOOK DAY STORY! --NICK

YOU'RE WELCOME, BY THE WAY, WILLIE.

FOR THE SAVE AND ALL.

I DIDN'T ASK YOU TO INTERFERE, SPIDER-MAN.

AND YOU SHOULDN'T HAVE. THIS WAS *PERSONAL.*

BOSS, PLEASE. YOU'RE HURTING. WE'LL GET THIS GUY LATER.

WAIT! ONE OF YOUR MEN'S BEEN GORED.

HE'S BLEEDING OUT!

BOSS? IT'S ALBERTO--

LEAVE HIM.

STRAP FISK IN! WE'RE OUT!

MILES WARREN.

YOU'VE HURT ME LIKE NO MAN HAS HURT ME BEFORE.

THIS WILL NOT STAND.

I WILL DEVOTE MY EVERY RESOURCE TO YOUR *DOWNFALL.*

EVERY WEAPON AT MY DISPOSAL.

HMM.

AND IF *I'M* NOT UP TO THE TASK...

...AND SHOULD HE SURVIVE...

...I AM CERTAIN I CAN MAKE *SPIDER-MAN* DO MY WORK *FOR* ME.

WHEN **PETER PARKER** WAS BITTEN BY A RADIOACTIVE SPIDER, HE GAINED THE PROPORTIONAL SPEED, STRENGTH, AND AGILITY OF A SPIDER; ADHESIVE FINGERTIPS AND TOES; AND THE UNIQUE PRECOGNITIVE AWARENESS OF DANGER CALLED "SPIDER-SENSE"! AFTER LEARNING THAT WITH GREAT POWER THERE MUST ALSO COME GREAT RESPONSIBILTY, HE BECAME THE CRIME-FIGHTING SUPER HERO CALLED...

The AMAZING SPIDER-MAN

RECENTLY, AUNT MAY'S HUSBAND JAY JAMESON, J. JONAH JAMESON'S FATHER, COLLAPSED AND WAS ADMITTED TO THE HOSPITAL, WHERE HE IS NOW FIGHTING FOR HIS LIFE.

MEANWHILE, A NEW PHARMACEUTICAL COMPANY CALLED NEW U HAS APPEARED ON THE SCENE. THEY PROMISE MIRACULE CURES USING CUTTING-EDGE TECHNOLOGY AND HAVE OFFERED THE PROCEDURE TO JAY, BUT PETER IS SKEPTICAL.

UNBEKNOWNST TO EVERYONE, NEW U IS ACTUALLY RUN BY THE JACKAL. RUNNING THE COMPANY FROM THE SHADOWS, HE HAS USED THE PROCESS TO ENLIST SOME OF SPIDER-MAN'S DEADLIEST ENEMIES. WORSE STILL, HIS INFLUENCE HAS SPREAD INTO PETER PARKER'S OWN FAMILY, AS J. JONAH JAMESON RECENTLY LEARNED THAT NEW U HAS BROUGHT HIS LATE WIFE, MARLA, BACK TO LIFE.

"CHANGE OF HEART"

HERE AT THE ***FACT CHANNEL,*** WE DON'T TOLERATE SPIN, LIES, OR HUCKSTERISM. SO WHEN I HEAR SOME NEWFANGLED FLIMFLAM WILL "REVOLUTIONIZE MEDICINE," I'M SKEPTICAL.

NEW U TECHNOLOGIES SAYS THEY CAN PROVIDE ORGAN TRANSPLANTS TO ***ANYONE.*** WITH ***ZERO*** CHANCE OF OUR BODIES REJECTING 'EM. TO WHICH I SAY: ***PROVE IT.***

DR. RITA CLARKSON... WE'VE ALL HEARD PIE-IN-THE-SKY PROMISES ABOUT GROWING NEW BODY PARTS. BUT I'VE STILL GOT A BUM TICKER.

TRUE, USING A PATIENT'S OWN DNA TO GROW ORGANS ISN'T A NEW IDEA...BUT WE'VE ***PERFECTED*** IT. ***IMPROVED*** ON IT.

HERE'S A SET OF CANCEROUS LUNGS, AND OUR REPLACEMENT. NOT JUST DISEASE-FREE...

...BUT ***BETTER,*** BECAUSE WE'VE CORRECTED ANY DEFECTS IN THE GENETIC CODE.

TALK IS CHEAP. WHEN DO WE SEE PROOF? AND WHAT'S THE CATCH? THERE'S ***ALWAYS*** A CATCH.

WE'RE IN CLINICAL TRIALS NOW. I CAN COME BACK WITH SOME OF OUR SUCCESS STORIES, AND YOU CAN TALK TO THEM YOURSELF.

THE ONE BIG ISSUE IS THAT THE PROCEDURE ***IS*** EXPENSIVE...BUT THE COST SHOULD GO DOWN OVER TIME.

*HRMPH. J. JONAH JAMESON IS NOT EASILY IMPRESSED, BUT YOU **DID IT.** LET'S SEE IF OUR VIEWERS AGREE. CALLER, YOU'RE ON THE AIR.*

YES, MR. JAMESON, I UNDERSTAND YOUR FATHER'S IN THE HOSPITAL WITH A SERIOUS ILLNESS.

YOU CAN AFFORD IT. WILL YOU USE THIS TECHNOLOGY TO SAVE HIS LIFE?

MY... FATHER...

...HAS ASKED FOR PRIVACY. SO ***THAT*** SUBJECT IS ***CLOSED.***

HM. HE HUNG UP.

MUST BE BAD RECEPTION.

CHARGE THIS, DUPE.

RIGHT AWAY, SIR.

THAT WASN'T VERY NICE, *JACKAL*. JONAH'S GOING THROUGH A LOT. DID YOU HAVE TO PUSH HIM SO HARD?

HONESTLY, GWEN? I DID.

HAVE YOU EVER GIVEN PILLS TO A CAT? THEY WAIL LIKE YOU'RE TORTURING THEM.

BUT YOU HAVE TO DO IT. FOR THEIR OWN GOOD.

BECAUSE THE ALTERNATIVE IS SO MUCH ***WORSE...***

MOUNT SINAI HOSPITAL. THE PRIVATE ROOM OF JAY JAMESON SR.

--OH, AND THE CONDO ASSOCIATION APPROVED OUR BATHROOM REMODEL. *FINALLY.*

ABOUT TIME. DON'T LET THE CONTRACTOR LAY THE TILE, THOUGH. I'M GOING TO DO THAT MYSELF.

DEAR, THERE ISN'T ANYONE ELSE IN THE WORLD I'D WANT DOING IT.

EXCUSE ME, HONEY. I JUST WANT TO CHECK IN WITH PETER. HE SAID HE WAS COMING BY, AND YOU KNOW HOW I WORRY ABOUT HIM.

HA. HE'S A GROWN MAN, MAY...AND A *BUSY* ONE. I'M SURE EVERYTHING'S FINE.

PETER? WHERE *ARE* YOU? JAY'S TAKEN A TURN FOR THE WORSE. WE...WE REALLY NEED YOU HERE.

ON MY WAY, AUNT MAY. JUST FIGHTING TRAFFIC...

...AND TRAFFIC HASN'T GOT A CHANCE.

I'LL BE THERE. WHATEVER IT TAKES.

FINAL SALE

STOP! THIEF!

TAKE CARE OF JAY, MAY. I'LL SEE YOU SOON.

BODEGA

BODEGA ATM

THIEF! THAT'S ALL MY MONEY!

THEN WE BETTER GET IT BACK. *FAST.*

THWIP

THWIP

THWIP

ACK!

UGH!

THWAP

THWAP

HEY! WHAT'S THE MATTER WITH YOU?

THE KID IN THE HAT'S MY *SON!* HE WAS *CHASING* THE ROBBER!

GET MY BOY OUTTA THERE RIGHT NOW!

YEAH, MAN. THIS STUFF IS NASTY.

I--I'M REALLY SORRY, BUT I CAN'T. THE WEBBING'LL DISSOLVE IN AN HOUR--

AN *HOUR?!*

THAT'S HARSH, DUDE. LEAVING AN INNOCENT GUY WEBBED TO THE COLD PAVEMENT FOR AN HOUR.

YOU BE QUIET.

IT'S OKAY, JUNIOR. I'LL STAY WITH YOU. AND SO WILL THE SPIDER-PERSON.

NORMALLY I WOULD. BUT THERE'S SOME-PLACE I REALLY GOTTA BE.

PUNK! MENACE! JAMESON'S RIGHT! YOU DON'T CARE *WHO* YOU HURT!

YO, *RECORD* THIS.

SERIOUSLY? YOU'RE KIDDING ME!

DUDE, YOU ARE *SO* GETTING PUBLICLY SHAMED FOR THIS!

AND ONCE AGAIN NEW YORKERS HATE ME FOR, WELL...SCREWING UP. CAN'T BLAME 'EM. BUT RIGHT NOW...

...*MY* PROBLEMS NEED TO TAKE A BACK SEAT. JAY'S LITERALLY FIGHTING FOR HIS LIFE IN THERE.

AND BECAUSE I'M THE SCIENTIFIC GENIUS OF THE FAMILY, HE AND AUNT MAY TRUST ME TO TELL THEM WHAT TO DO.

THE CONVENTIONAL TREATMENTS HAVE A SOLID SUCCESS RATE. BUT *NEW U* SEEMS LIKE A *SURE THING*...

...EXCEPT MY *SPIDER-SENSE* SAYS IT *ISN'T*.

BUT THERE'S *NO WAY* I CAN TELL AUNT MAY THAT! OR JAY! OR...

JONAH.

PARKER! HOW MANY TIMES HAVE I TOLD YOU?! THE ROOM'S *THIS* WAY. NOW LISTEN...

HE'S *MY* FATHER! I DON'T KNOW WHAT'S WORSE, THAT YOU KEEP TELLING HIM NOT TO USE *NEW U*--

--OR THAT HE *LISTENS* TO YOU!

IT'S EXPERIMENTAL. AND THERE ARE GOOD, ESTABLISHED TREATMENTS. I JUST DON'T WANT TO DO ANYTHING WE CAN'T *UNDO*.

I'VE HAD PARKER INDUSTRIES' TOP MINDS LOOK INTO THIS. THEY HAVE... CONCERNS.

WHICH I'M SURE I COULD ALLAY, IF YOU'D JUST LET ME *TALK* TO THEM. OR REVIEW THEIR DATA.

I JUST DON'T UNDERSTAND THIS, MR. PARKER. YOU PAID FOR US TO USE NEW U ON YOUR EMPLOYEE, MR. SALTERES, AND HE'S DOING WONDERFULLY.

YEAH...

...EXCEPT I CAN'T TELL THEM MY *REAL* CONCERN. THAT EVERY TIME I'M NEAR HIM, MY SPIDER-SENSE GOES TO ELEVEN.

I'M SORRY, DR. CLARKSON, BUT THE DATA USES PROPRIETARY *PARKER INDUSTRIES* TECH. I...CAN'T GIVE YOU ANY MORE DETAILS.

LOOK, I UNDERSTAND HOW YOU BOTH FEEL, BUT CAN WE PUT THIS *ASIDE* FOR A FEW MINUTES? JAY REALLY NEEDS US NOW...AND SO DOES AUNT--

BOYS! I'M SO HAPPY YOU'RE HERE. AND JAY WILL BE, TOO. COME IN, COME IN.

HRMPH...

WELL, LOOK WHAT THE CAT DRAGGED IN. YOU BOTH NEED A SHAVE.

HELLO, DAD. YOU'RE LOOKING... BETTER.

YEAH, YOUR...YOUR COLOR'S IMPROVED.

HOW, UH, HOW ARE YOU FEELING?

LIKE A MILLION BUCKS.

ISN'T IT OBVIOUS?

THAT'S IT. I CAN'T DO THIS ANYMORE! TELL HIM, PARKER! TELL HIM TO GO WITH NEW U *RIGHT NOW!*

CAN'T YOU SEE YOU'RE PROLONGING HIS SUFFERING? AND *TORTURING YOUR OWN AUNT?*

SON, CALM DOWN! I'M F--

--GKKK!

BEEP BEEEP BEEEEEEE

19.8

10.1

DOCTOR! PLEASE!

SOMEONE HELP MY HUSBAND!

GIVE US ROOM!

DOCTOR, WHAT'S GOING ON? WILL MY FATHER BE ALL RIGHT? I WANT ANSWERS!

I'VE STABILIZED HIM, BUT HE'S GETTING WEAKER. WE NEED TO PERFORM ANOTHER PROCEDURE *RIGHT AWAY.*

I CAN HAVE A *NEW U* UNIT HERE IN MINUTES.

PETER... W-WHAT SHOULD WE *DO?*

THE CONVENTIONAL PROCEDURE HAS A GOOD TRACK RECORD. I...I SAY GO WITH WHAT'S PROVEN.

I AGREE WITH PETER. AND IT'S MY DECISION, SO THAT'S FINAL.

NOW IF THE DOCTORS ARE FINISHED... PETER, I'D LIKE A PRIVATE WORD.

I'M HIS *SON*, DAGBLAST IT! WHY DOES HE WANT TO TALK TO *HIM*?

HE'LL WANT TO SEE YOU, TOO, JONAH. *PLEASE*, LET'S JUST RESPECT HIS WISHES.

HEY, I'M WITH JONAH FOR A CHANGE. WHY DID YOU WANT *ME*--?

BECAUSE I NEED TO ASK YOU A FAVOR.

OF COURSE! ANYTHING. NAME IT!

I'VE STAYED UPBEAT FOR MAY, BUT I'M NO FOOL. I MIGHT NOT HAVE MUCH TIME HERE.

I NEED SOMEONE TO RUN AN ERRAND. AND I'D LIKE MY WIFE AND SON HERE IN CASE... YOU KNOW.

WHAT CAN I DO?

IN THE SAFE IN OUR APARTMENT, THERE'S AN OLD FAMILY HEIRLOOM. A CLOCK THAT THE FIRST JAMESON IN AMERICA BROUGHT OVER FROM IRELAND.

MY FATHER GAVE IT TO ME. I WANT TO GIVE IT TO JONAH. AND ONE DAY, HE CAN PASS IT ON TO HIS SON, JOHN.

I'D LIKE TO TELL HIM THE STORY AS MY FATHER TOLD IT TO ME. WHILE THERE'S STILL TIME. THE COMBINATION IS MAY'S BIRTHDAY. COULD YOU--?

IT'D BE AN HONOR. YOU REST, JAY. I'LL BE BACK BEFORE YOU KNOW IT.

MOUNT SINAI MULTI-FAITH CHAPEL.

...I JUST WANT TO EASE HIS PAIN. I COULD USE A MIRACLE NOW. SO TELL ME...

...WHAT SHOULD I DO, MARLA?

YOU ALREADY KNOW, DEAR. I SAW YOUR SHOW. YOU EXPLAINED ***NEW U*** PERFECTLY. I COULD TELL YOU BELIEVED IT--

--BECAUSE YOU'VE SEEN IT BRING ***ME*** BACK TO LIFE. BRING US BACK ***TOGETHER***. SO EVEN THOUGH IT'S TOO SOON TO TELL ANYONE THAT...

...YOU NEED TO USE YOUR ***CONVICTION***, LIKE YOU DID ON THE AIR. REACH OUT TO PETER, OVERCOME HIS DOUBTS, AND ***CONVINCE*** HIM.

YOUR FATHER IS SUFFERING. ***NEEDLESSLY.*** YOU HAVE THE POWER TO SPARE HIM ALL THIS PAIN.

NOW END WITH A KISS.

YOU'RE RIGHT. I'LL DO IT. I'LL MAKE PARKER SEE.

BY ***ANY*** MEANS NECESSARY.

MAY AND JAY JAMESON'S APARTMENT.

WOW.

PRISTINE CONDITION...

IT'D MEAN *EVERYTHING* TO ME, HAVING SOMETHING LIKE THIS FROM MY FATHER...

STAY STRONG, JAY.

I'M COMING.

MADISON AVENUE.

THE WIND'S *TOO HIGH!* WE NEED TO STOP WORK AND SECURE THE EQUIPMENT!

TO HELL WITH PROCEDURE. WE'RE WAY BEHIND SCHEDULE. WE NEED TO MAKE UP TIME!

"WHAT'S A LITTLE *WIND* GOING TO DO?"

RRNCHH

BRRKNNCHH

KREEEE

OH, GOD.

ERIC!

I'M GONNA GUESS *YOU'RE* ERIC. STAY CALM...

...I GOT YOU.

THWIP

THWIP

KSSHHHH

AND NOTHING'S GOT *ME.* EXTERIOR WASN'T STRONG ENOUGH...

...LET'S PRAY THAT GIRDER *15.*

THWIP

GGNNAAAAA!

YEAH! IT CAN HANDLE THE WEIGHT ALL RIGHT...

...WAY BETTER *THAN ME!*

ERIC! HEAR THOSE SIRENS? FIREMEN ARE ON THE WAY! JUST HOLD ON...A LITTLE LONGER...

BEEEEP

AUNT MAY? WHAT'S--

PETER! JAY'S GOTTEN WORSE. JONAH SAYS TO GO WITH *NEW U*--I DON'T KNOW WHAT TO DO!

YOU HEARD JAY! TH-THE CONVENTIONAL PROCEDURE!

BUT IT WAS GOOD ENOUGH FOR ONE OF YOUR *EMPLOYEES*?! YOU SIGNED OFF ON IT THEN! *WHY ISN'T IT RIGHT FOR MY HUSBAND*?!

IMPACT AREA'S CLEAR! GO GET THE CRANE OPERATOR!

JEEZ, HE'S BEEN LIKE THAT FOREVER. SUPER-GUY OR NOT...

...HOW LONG CAN SPIDEY HOLD OUT?

MR. SALTERES HAD NO OTHER OPTIONS. JAY *DOES.* I--I CAN'T REALLY TALK RIGHT NOW...I'M *TRYING* TO GET TO YOU--

YOU CAN'T TALK? HOW CAN YOU SAY THAT? GO ON CAMERA, I WANT TO SEE YOU!

I--I'M SORRY, AUNT MAY--MORE THAN I COULD EVER SAY--

--BUT... I JUST... CAN'T.

—

MA'AM?

THE CONVENTIONAL PROCEDURE.

PLEASE LET HIM BE RIGHT...

"...PLEASE."

ALMOST THERE, BUDDY! HOLD ON!

PARKER! PICK UP *RIGHT NOW!*

THE *NEW U* PEOPLE ARE IN THE HOSPITAL! THERE'S STILL TIME! YOU HAVE TO CONVINCE YOUR AUNT! *WE KNOW IT WORKS!*

*DAMN IT, PARKER, THIS IS MY **FATHER!** WHAT IF IT WAS **YOUR** FATHER? OR YOUR **UNCLE BEN?***

*WOULD YOU GAMBLE WITH **THEIR** LIVES LIKE THIS? **WOULD YOU?***

GOT HIM!

HURRY! MY WEBS ONLY LAST AN HOUR, AND THAT'S ALMOST UP!

OH, NO...

FFSSHTT

KNGH

ZIP LINES SECURE! GO! GO!

HURRY!

GOTCHA!

AND I'VE--

--GOT YOU.

STRIKE

JUST IN TIME.

OH, GOD, THANK YOU!

MY WIFE THANKS YOU! MY KIDS--

SORRYGOTTAGO!

WHERE IS IT-- WHERE--

AUNT MAY! I WAS WRONG! USE THE *NEW U!*

DAMN IT. CALL JONAH JAMESON!

JONAH! GO WITH *NEW U!* TELL AUNT MAY I SAID SO!

WHY ISN'T ANYONE PICKING UP?

THE CLONE CONSPIRACY #1 ✱ VARIANT BY **JIM CHEUNG** & **JASON KEITH**

THE CLONE CONSPIRACY #1 • *"The Land of the Living"*

DEAD NO MORE

Part One: The Land of the Living

FOR ALL OF MY GREAT POWER, THERE IS ONE FOE I CAN NEVER DEFEAT.

EVERYONE DIES.

...TODAY WE SAY GOODBYE TO JAY JAMESON SR.

AUTHOR. PHILANTHROPIST. ANTI-WAR ACTIVIST.

HUSBAND. FATHER. GRANDFATHER. FRIEND.

WE SHALL NOT SEE HIS LIKE AGAIN.

I'VE LOST SO MANY PEOPLE I'VE CARED ABOUT OVER TIME.

MANY ON MY WATCH.

SOME BECAUSE I FAILED TO DO ENOUGH...

...OR THE RIGHT THING AT THE RIGHT TIME.

AND NOW JAY.

I KNOW IT WAS FROM NATURAL CAUSES. FOR ME, THAT'S RARE.

BUT FOR ALL OF US, IT STILL HURTS.

AUNT MAY?

FOR THE SECOND TIME IN OUR LIVES, I'M BY HER SIDE AS SHE SAYS GOODBYE TO A HUSBAND.

WE WERE LUCKY TO *KNOW* HIM. AND FOR ALL THE TIME WE HAD WITH HIM.

I KNOW, DEAR. I'M JUST GOING TO MISS JAY SO.

EVERY DAY WITH HIM WAS WONDERFUL.

AND HE WOULD'VE HAD *MORE* DAYS ON THIS EARTH...

...IF IT WASN'T FOR *YOU*, PARKER!

YOU WERE THE ONE WHO TALKED HIM OUT OF THE TREATMENTS THAT COULD'VE SAVED HIS LIFE!

DAD, DON'T. NOT NOW.

JONAH, PLEASE...

I DID WHAT I THOUGHT WAS RIGHT. I--

"RIGHT"?! MY FATHER SUFFERED NEEDLESSLY BECAUSE OF YOU!

THIS IS ON YOUR HEAD, PARKER! YOURS!

DAD, C'MON.

HE'S RIGHT.

DON'T WORRY, PETER. WE'LL LOOK AFTER AUNT MAY.

THANKS, MJ.

THIS IS ALL MY FAULT.

PETE? IT'S OKAY. THEY'RE ALL GONE NOW.

FIGURED YOU'D NEED SOMEONE TO TALK TO. ESPECIALLY IF...

...THIS IS A SPIDER-MAN THING, ISN'T IT? IT ALWAYS IS.

ANNA MARIA MARCONI. I REALLY DON'T DESERVE A FRIEND LIKE YOU, DO I?

NOT REALLY, NO. BUT I'M STUCK WITH YOU, SO SPILL.

BACK WHEN JAY FIRST FELL ILL, HIS DOCTORS SUGGESTED A RADICAL TREATMENT... FROM ***NEW U*** TECHNOLOGIES.

AN ALL-NEW WAY TO GROW PERFECT TRANSPLANT ORGANS FROM A PATIENT'S OWN CELLS.

THAT MUCH YOU KNOW, BECAUSE I SENT YOU ALL THE SPECS.

I JUST WANTED TO CHECK THAT IT WAS SAFE BEFORE USING JAY AS SOME KIND OF ***GUINEA PIG...***

"...WHAT I ***DIDN'T*** TELL YOU WAS AFTER THAT ACCIDENT IN OKLAHOMA, AT A PARKER INDUSTRIES PLANT...

"...ONE OF THE WORKERS THERE, JERRY SALTERES, WAS SERIOUSLY WOUNDED.

"AND THE ***NEW U*** PROCEDURE WAS THE ONLY THING THAT COULD SAVE HIM.

"IT COST A FORTUNE, BUT FOR THE SAKE OF HIS FAMILY, I SIGNED OFF ON IT.

"AND...AND WHETHER I MEANT TO OR NOT, I USED ***THAT*** MAN AS MY GUINEA PIG, ANNA.

"BUT IT WORKED! THE PROCEDURE WAS A COMPLETE SUCCESS. TOO GOOD TO BE TRUE...

"...***LITERALLY.*** 'CAUSE WHEN HE SHOOK MY HAND TO THANK ME..."

"...MY ***SPIDER-SENSE*** WENT OFF. FULL BLAST."

THAT'S WEIRD. HAS IT EVER WORKED THAT WAY BEFORE?

NOT REALLY. IT ONLY KICKS IN WHEN I'M IN ***DANGER***.

AND EVEN THEN IT'S NOT SPECIFIC. I WISH IT WERE.

"AFTER THAT, WHEN JAY'S DOCTORS PUSHED FOR THE ***NEW U*** PROCEDURE AGAIN...

"...I TALKED JAY AND MAY OUT OF IT. TOLD THEM I WASN'T SURE ABOUT THE ***SCIENCE*** BEHIND IT. BUT REALLY..."

...IT WAS ALL BECAUSE I HAD A ***SPIDER-RELATED*** FEELING. I COULDN'T TELL ANYONE ***THAT.***

AND NOW I CAN'T LIVE WITH MYSELF. CRAZY, RIGHT?

ONLY IF YOU OBSESS OVER IT...

...AND DON'T ***DO*** ANYTHING ABOUT IT.

OKAY, MARCONI. SPILL. WHAT SHOULD I DO?

GET SOME ANSWERS. IF ***JERRY SALTERES*** SET OFF YOUR SPIDER-SENSE, ***THAT'S*** WHERE YOU START.

SO YOU'RE SAYING...

LET'S PAY HIM A VISIT.

EDMOND, OKLAHOMA.

HMM. JERRY ISN'T HOME.

PETER? HOW DO YOU KNOW THAT?

I'LL EXPLAIN LATER. C'MON. LET'S PAY OUR RESPECTS.

MR. PARKER? I WASN'T EXPECTING YOU.

HI, EMMA. THOUGHT I'D DROP BY. SEE HOW YOU'RE ALL DOING. IS YOUR SON, LEO, AROUND?

HE'S WITH HIS GRAND-PARENTS.

AND JERRY? HOW'S HE HOLDING UP?

HE-- HE CAN'T SEE ANYONE RIGHT NOW. HE'S NOT FEELING WELL.

WELL, IF THAT'S TRUE, WE SHOULD GET AN AMBULANCE HERE RIGHT AWAY!

I MEAN, A MAN IN JERRY'S CONDITION--

STOP! THEY SAID I'M NOT SUPPOSED TO SPEAK ABOUT THIS--TO *ANYONE*.

OR WE WON'T GET JERRY BACK!

"THEY"? EMMA, PLEASE. TELL ME WHAT'S GOING ON. WHOEVER "THEY" ARE...

...I'M THE C.E.O. OF A MAJOR COMPANY, AND FRIENDS WITH ***SPIDER-MAN***. I PROMISE YOU, I CAN ***FIX*** THIS.

ALL RIGHT. COME IN QUICK.

EMMA, I'M ANNA MARIA. I WORK FOR PETER. I HELP HIM... SOLVE PROBLEMS.

WHATEVER IS HAPPENING HERE, I SWEAR, WE'LL HOLD IT IN THE STRICTEST OF CONFIDENCE.

IT-- IT'S ALL MY FAULT.

TRUST ME. THERE'S A *LOT* OF THAT GOING AROUND.

IT REALLY *IS*, THOUGH. I THOUGHT IT'D BE RESTFUL IF JUST THE TWO OF US TOOK SOME TIME AND WENT CAMPING.

BUT...?

BUT OF ALL THINGS TO FORGET ON OUR TRIP...

...I DIDN'T PACK HIS *MEDS.*

THE PEOPLE AT *NEW U* WERE VERY SPECIFIC. AFTER THE PROCEDURE, HE WAS SUPPOSED TO TAKE A PILL *DAILY.*

JERRY SAID NOT TO WORRY. THAT IT'D BE OKAY IF HE WENT *ONE* WEEKEND WITHOUT THEM. BUT THEN...

...SOMETHING HAPPENED. IT WAS TERRIFYING. IT'S HARD TO DESCRIBE.

I--I HAD VIDEO OF IT ON MY WEBWARE.

SORRY TO ASK, BUT...CAN WE SEE IT?

THE PEOPLE FROM *NEW U,* WHEN THEY CAME HERE TO TAKE JERRY...

...THEY DELETED THE FOOTAGE. AND TOOK HIS CLOTHES. HIS TOILETRIES. THEY WIPED THE WHOLE HOUSE CLEAN.

MAY I?

SINCE I DESIGNED THIS, I MAY BE ABLE TO RETRIEVE SOME OF YOUR LOST DATA.

ONE SEC...

HERE WE GO.

...SURE YOU NEEDED ME TO BUILD A FIRE? IT'S SO HOT OUT TONIGHT.

JERRY? YOU'RE SWEATING LIKE CRAZY. YOU ALL RIGHT?

YEAH. I'M--OH.

HOLD ON. AHH--

IT'LL PASS. I JUST NEED TO-- NEED TO--

PETER? WHAT'S HAPPENING TO HIM? HIS SKIN...

CELLULAR DEGRADATION.

I'VE SEEN IT BEFORE. I THINK I KNOW WHAT'S GOING ON.

ARGHHH!

EMMA, LISTEN TO ME. YOU'RE PART OF THE PARKER INDUSTRIES FAMILY.

YOU, JERRY, AND LEO, YOU ARE *MY* RESPONSIBILITY.

PETER...

YOU'LL MAKE THIS ALL BETTER?

AND BRING MY JERRY HOME?

YOU HAVE MY WORD.

WELL, *THAT* HAPPENED.

BLESS YOU, MR. PARKER.

PETE, SPIDER-MAN OR NO, YOU *CAN'T* MAKE PROMISES LIKE THAT.

ANNA, SOMEONE HAS TO WATCH OUT FOR PEOPLE LIKE THE SALTERES FAMILY.

IF I DON'T, WHO WILL?

IT'S ABOUT TIME I LOOKED INTO *NEW U. PERSONALLY.*

NEW U HEADQUARTERS.
SAN FRANCISCO.

HERE'S THE THING ABOUT THIS COMPANY...

...THEY'VE BEEN DYING TO GET INTO BED WITH *PARKER INDUSTRIES.*

IF I ASKED, I'M *SURE* THEY'D GIVE EVERYBODY'S FAVORITE C.E.O. A GUIDED TOUR.

SO THIS, RIGHT HERE...IT'S NOT *REALLY* BREAKING AND ENTERING.

OR INDUSTRIAL ESPIONAGE. *NAHHH...*

WEB-SHOOTERS: CARTRIDGE THREE. ACID WEBBING.

THIS IS JUST ME CUTTING THROUGH ALL THE RED TAPE...

TSSS

...AND SAVING EVERYBODY TONS OF TIME.

YUP. DR. PETER BENJAMIN PARKER. PhD IN RATIONALIZATIONS.

ANNA? SPIDEY HERE. I'M IN.

HOW ARE THINGS ON YOUR END?

HEY, SPIDEY. I'M ACROSS TOWN WITH YOUR FRIENDS AT *HORIZON UNIVERSITY*...

...TRYING TO BREAK DOWN WHAT EXACTLY IS IN JERRY SALTERES' "MEDICINE."

HORIZON

THE EGGHEADS HERE ARE PRETTY GOOD, BUT THIS'D BE GOING A LOT FASTER...

...IF I STILL HAD *THE LIVING BRAIN* HELPING ME. I MISS MY ROBOT.

HEY. YOU KNOW I CAN HEAR YOU, RIGHT?

SORRY. STILL, WE SHOULD HAVE THIS CRACKED LONG BEFORE YOU FIND ANYTHING.

I WOULDN'T BE SO SURE. IN FACT...

...I'M ABOUT TO FIND JERRY HIMSELF. I'M ON A BEELINE *RIGHT* FOR HIM.

WAIT. HOW IS THAT POSSIBLE?

GUESS.

YOU TAGGED HIM WITH A SPIDER-TRACER!

BINGO.

"BACK DURING MY FIRST HOSPITAL VISIT WITH HIM.

"THE SECOND MY SPIDER-SENSE WENT OFF, I HIT HIM WITH A MICROSCOPIC, SUB-DERMAL TRACER."

AND IT'S LED ME STRAIGHT... HERE.

OOH, BOY. IT IS *VERY* MAD-SCIENTIST-Y IN HERE.

SPIDEY? YOU'RE BREAKING U-- TZZZ--IDN'T GET THAT LAST PAR--TZZZ.

LOSS OF SIGNAL. THAT'S THE SECOND TIME THIS'S HAPPENED AROUND A *NEW U* FACILITY.*

*WHEN PETE HAD THE PROWLER BREAK IN, BACK IN ASM #17. --NICK

I'LL WORRY ABOUT THAT LATER.

FIRST ORDER OF BUSINESS, FIND JERRY SALTERES AND GET HIM OUT OF...

...HERE.

THERE'S THAT FEELING AGAIN.

OH NO. IT CAN'T BE.

JERRY?

THOSE ARE HIS EYES. BUT THERE'S NO WAY HE'S STILL--

THEY MOVED. I THINK--

--OH *GOD!* HE'S *STILL ALIVE!*

KLIK

WHO'S THERE?

OH, NO...NOT *YOU.*

MILES WARREN!

I *KNEW* IT! YOU TWISTED SON OF A--YOU'VE GONE *TOO FAR* THIS TIME!

WHAT?! THAT'S IT?!

YOU THINK A BUNCH OF RENT-A-COPS ARE GONNA STOP ME FROM GETTING MY HANDS AROUND *YOUR THROAT?!*

KFLANG

SECURITY!

WE HAVE AN INTRUDER!

ALL UNITS! CONVERGE ON SUBSECTION SEVEN!

OUT OF THE WAY, IDIOTS! HE WASN'T CALLING FOR YOU.

TOOM TOOM TOOM!

HE WANTS US!

YEAH! CLEAR OFF, LOSERS. HERE COME THE *BIG GUNS!*

THE RHINO! AND...

WHO ARE YOU SUPPOSED TO BE?

ELECTRA? SHE-LECTRO?

NEVER MIND.

STAND STILL!

AT LEAST ALEKSEI BEING HERE...

...CLEARS UP ONE MYSTERY.

HOW YOU'RE NOT DEAD.

REGROWN BODY PARTS. CREEPY LAB. THE JACKAL.

THIS IS ALL ONE OF HIS STUPID FRICKIN' CLONING EXPERIMENTS! AGAIN!

YOU HAVE *NO IDEA* WHAT WE'RE DOING HERE!

DON'T KNOW...

...DON'T CARE!

KRAK!

YOU'RE PLAYING WITH PEOPLES' LIVES!

WITH *LIFE* ITSELF! IT'S SICK!

AND *I'M STOPPING IT!*

NEVER! THE JACKAL IS MAKING THE WORLD *RIGHT* AGAIN.

HE'S GIVEN ME MY *WIFE* BACK! THAT IS ALL THAT MATTERS!

NO! WHOEVER IT IS, IT'S NOT *HER,* ALEKSEI...

...JUST A *BAD COPY.*

HEY! I'M ONE OF HIS CLONES!

YOU SAYIN' *I'M* NOT REAL *EITHER?!*

MAX?

IS THAT *YOU?*

DON'T TELL ME. WHEN JACKAL GREW YOU...

...HE DROPPED A CHROMOSOME OR SOMETHING?

NAH. HAPPY ACCIDENT. MAX KILLED ME WITH AN ELECTRIC KISS...

...MY NEW BODY GOT SOME OF HIS DNA MIXED IN. AND SOME OF HIS *SPARK*.

SO YOU'RE *NEW* TO THE GAME? GOOD TO KNOW.

'CAUSE ACCORDING TO MY SUIT'S X-RAY SPECS, ALL I NEED NOW...

...IS RIGHT BEHIND THIS WALL.

GNH!

SMASH

ARGHH!

GYAH!

SEE? THIS IS WHAT'S NICE ABOUT HAVING A *NEW* ELECTRO...

...YOU'RE NOT USED TO ALL THE *OLD* TRICKS.

UNHH...

NOW, WHERE ARE *YOU*, MILES?

AH. RIGHT.

DO NOT ENTER

YOU'RE *MINE*, WARREN!

AND THERE IS *NOTHING* YOU CAN THROW AT ME THAT'S GONNA SLOW ME--

--DOWN?

HEY, SPIDEY. LONG TIME, NO SEE, *HUH?*

GWEN?

NO! I'M DEALING WITH THE JACKAL. SHE'S A CLONE. SHE'S GOTTA BE--***WAIT!***

ALL THESE ***NEW*** CLONES HAVE BEEN SETTING OFF MY SPIDER-SENSE...

...BUT ***NOT*** HER. SHE--SHE COULDN'T BE ***REAL.*** COULD SHE?!

GREAT.

NOW IT KICKS IN. WHAT THE--?!

TOO SLOW, DOLT!

HAKK

OCTAVIUS?!

YES, PETER. YOUR GREATEST ADVERSARY HAS *RETURNED IN* ***TRIUMPH!***

PETER PARKER'S APARTMENT
A LIFETIME AGO...

PETER, WHAT'S KEEPING YOU? IT'S ALWAYS THE SAME STORY WITH US.

NEVER AROUND WHEN I *REALLY* NEED YOU.

THE NIGHT I DIED

HA HA HA

OH, THIS IS *PERFECT!*

THE GOBLIN! WHAT'RE YOU DOING HERE?

I CAME LOOKING FOR *PARKER,* BUT YOU, MY DEAR *MS. STACY,* YOU'LL DO FAR BETTER!

WAIT! WHAT DO YOU WANT WITH *ME?* WITH *PETER?!*

HA! YOU HAVE *NO* CLUE, DO YOU?! *HOW RICH!* YOU *HONESTLY* DON'T KNOW!

THAT DOESN'T MATTER. IN FACT, *YOU* DON'T MATTER, "GWENDY."

IN THIS GAME YOU'RE LITTLE MORE THAN A *PAWN.*

WHAT? YOU'RE *SICK!* YOU THINK THIS IS SOME KIND OF *GAME?!*

WELL, WHATEVER IT IS--I'M NOT *PLAYING!*

HAHAHA

WHO AM I KIDDING? YOU'RE NOT *EVEN* A PAWN, GIRL. YOU'RE *BAIT.*

NO! *BETTER* THAN BAIT. YOU'RE MY *MURDER WEAPON!*

FLANG

YOU'RE WHAT I'LL USE TO CARVE OUT PETER PARKER'S *STILL-BEATING HEART!*

PAWN. BAIT. WEAPON. DON'T TAKE IT PERSONALLY, DEAR.

BECAUSE TRUTH IS, YOU'RE NOT EVEN A *PERSON* TO ME, GWEN STACY. YOU'RE A *THING.*

TSSS

NO! YOU STAY AWAY FROM... *UHH...*

THE THING I SHALL USE TO FINALLY *DESTROY SPIDER-MAN!*

WHAT? SPIDER--

WHERE--WHERE AM I? SO COLD. WIND. STONE. BIRDS.

I CAN HEAR BIRDS... AND...

SPIDER-MAN!

OH GOD, NO...

OR SHOULD I SAY--*MISTER PARKER?*

I HAVE YOUR *WOMAN* UP HERE, MY FRIEND. I TRUST YOU UNDERSTAND WHAT THAT MEANS?

YOU TELL *ME*, GOBLIN.

DID HE JUST SAY--?

PARKER?

PETER.

MY PETER.

ALL THIS TIME.

AND YOU NEVER TOLD ME.

YOU WERE SPIDER-MAN...

...THE MAN WHO HELPED KILL DAD.

WHA-KOW!

THIS CAN'T BE HAPPENING!

IT CAN'T BE TRUE!

IT CAN'T!

MY BEST BET IS TO PICK UP GWEN AND RUN.

AND THERE'S THE LADY NOW--OUT LIKE A LIGHT.

GOOD THING, TOO--IF SPIDEY'S GOING TO SAVE HIS SECRET I.D.!

NO! NO! NO!

STAY AWAY FROM ME!

GWEN! LOOKS LIKE SHE'S IN A STATE OF SHOCK!

I'D BETTER GET HER TO A HOSPITAL--

I TRUSTED YOU, PETER.

BELIEVED IN YOU.

LOVED YOU.

YOU'LL NEVER TAKE THAT GIRL ANYWHERE!

IT HURTS.

I CAN'T FEEL ANYTHING.

YET EVERY PART OF ME HURTS.

SHE'S DOOMED, DO YOU HEAR ME?

WHAK!

DOOMED--AND SO ARE YOU!

I DON'T DESERVE THIS.

GWEN!

NO!

I'VE GOT TO *CATCH* HER! STOP HER FALL BEFORE SHE HITS THE WATER!

I DID IT!

FFFFT

I'VE GOT TO!

I'VE GOT TO!

SWIK!

SNAP!

THIS ISN'T FAIR. I'VE LED A GOOD--

WHAT'D I DO?

I'M A KIND PERSON...

...CARING TO MY FAMILY AND FRIENDS.

--LIFE.

WHAT--?

WHAT IS THIS PLACE?

YOU'RE IN A LAB.

IN SAN FRANCISCO, OF ALL PLACES.

WAIT! WHAT? *CALIFORNIA?!*

I KNOW. THREE HOUR TIME CHANGE. IT'S ***REALLY*** DISORIENTING.

WELL, A FEW HOURS AND, IN YOUR CASE, A NUMBER OF ***YEARS.***

FIRST THINGS FIRST. YOU'RE COMPLETELY ***SAFE,*** GWEN. AND ***ALIVE. AGAIN.***

NOT TO BRAG, BUT THAT'S ON ***ME.*** SO, YOU'RE WELCOME.

TEA?

WHAT DO YOU MEAN "ALIVE AGAIN"?

NORMALLY, I FROWN ON CLIFFS NOTES, BUT HERE GOES...

A LONG TIME AGO, THE GREEN GOBLIN KILLED YOU. OR, POSSIBLY, IT WAS SPIDER-MAN'S INEPTITUDE.

SIX OF ONE, HALF DOZEN OF THE OTHER. TAKE YOUR PICK.

NOW, HERE COMES THE GOOD PART.

EARLIER, WHILE ATTENDING A SCIENCE CLASS AT EMPIRE STATE UNIVERSITY...

...YOU GAVE A BLOOD SAMPLE TO YOUR AMAZINGLY TALENTED COLLEGE PROFESSOR, ***DR. MILES WARREN.***

AND HE BROUGHT YOU BACK TO LIFE.

ON MORE THAN ONE OCCASION.

AS A CLONE.

SO YOU'RE SAYING...

...I'M NOT REAL.

I'M A CLONE.

NO. YOU ARE *VERY* REAL, GWEN STACY. AND YOU ARE *NOT* A CLONE.

I'M NOT? WHAT AM I?

A *REANIMATION.* NOT GROWN FROM AN OLD BLOOD SAMPLE FROM WHEN YOU WERE STILL ALIVE.

YOUR DNA WAS HARVESTED FROM YOUR *REMAINS.*

WITH MEMORIES THAT SPAN ALL THE WAY TO YOUR DEATH.

I BET YOU CAN REMEMBER IT, CAN'T YOU? THE *EXACT* MOMENT.

YES.

YEAH? WELL, FORGET *THAT.*

WHAT?!

WHO NEEDS IT? THIS IS YOUR *SECOND* LIFE. A CHANCE TO BE WHOEVER YOU WANT.

PICK UP FROM WHERE YOU LEFT OFF-- MINUS THE "BRIDGING."

OR, BE SOMEONE *NEW.* THAT'S COMPLETELY UP TO YOU. BUT *FIRST...*

...THERE'S ONE THING YOU *MUST* DO.

TAKE THAT PILL.

TAKE IT AND *LIVE.* LEAVE IT, AND YOUR SECOND LIFE WILL GO "POOF."

DECISIONS, RIGHT? WHAT WILL SHE DO? BUT BEFORE YOU DECIDE...

...THERE *IS* SOMETHING I'D LIKE TO SHOW YOU.

WHAT IF I DON'T *WANT* TO SEE IT? OR GO WITH YOU?

OR PLAY YOUR GAME?

THEN DON'T. YOU'RE NOT A *PAWN* HERE, MS. STACY, OR A PRISONER.

DO AS YOU WISH.

BUT IT IS MY SINCERE HOPE YOU'LL JOIN ME. AS MY *PARTNER* IN ALL OF THIS.

BUSINESS PARTNER. NOTHING TOO FORWARD. YOU COMING?

THE TECHNOLOGY HERE IS *YEARS* AHEAD OF ANYTHING I'VE EVER--

YES. THIS IS WHAT I WANTED YOU TO SEE. WHAT I'M WORKING TOWARDS.

WHAT WE COULD BE BUILDING *TOGETHER*. A BETTER WORLD.

I--I DON'T TRUST MYSELF WITH THIS.

BUT YOU, YOU'RE A GOOD PERSON. I *NEED* THAT. PLEASE SAY YOU'LL HELP.

I DON'T KNOW.

TRUST ISSUES. LIKE I SAID, I UNDERSTAND. HERE.

MAYBE IT'LL SOUND BETTER COMING FROM HIM.

SNAP

GWENDOLYN.

DAD?!

ARE YOU *REAL*?!

OF *COURSE* I'M REAL, GWENDY. KNOW HOW I KNOW?

LOOK IN YOUR HEART. I KNOW INSIDE MINE, THERE'S *NO ONE* I LOVE THE WAY I LOVE *YOU.*

WELL? DO YOU BELIEVE?

I HAVE MISSED YOU *SO* MUCH!

ME TOO, SWEETHEART.

ME TOO.

YOU'RE WALKING WITHOUT YOUR CANE! ARE YOU OKAY?

BETTER THAN OKAY. GWEN, THIS HAPPINESS-- THIS PEACE...

...THIS IS WHAT THIS PLACE IS ALL ABOUT.

WILL YOU BE PART OF THIS WITH ME? WHAT DO YOU SAY?

THE CLONE CONSPIRACY #2 *"Into the Gates of Hell"*

SAN FRANCISCO.

FIND WHAT YOU WERE LOOKING FOR?

DID YOU HEAR ME? I ASKED IF YOU--

CAN'T TALK. RUNNING.

WHY AREN'T YOU WEB-SWINGING?

ALMOST OUT OF FLUID. AND, LIKE I SAID, I CAN'T--

DAMN, THEY'RE FAST.

RRRRAHH!

HSSS

I NEED A PORTAL.

IT'S POWERING UP. GIVE IT TIME.

TIME?

THWP

I DON'T *HAVE* TIME!

I'M LITERALLY HANGING ON MY *LAST* THREAD.

KAINE, PLEASE. YOU MUST BE PATIENT.

IF NOT CALIBRATED CORRECTLY, MY NEXT PORTAL COULD SEND YOU ANYWHERE.

DO IT!

ANYWHERE'S BETTER THAN *HERE!*

IT'S COMING. IN THE MEANTIME, WHATEVER HAPPENS...

...DON'T LET THEM TOUCH YOU.

AHH!

AHH!

IT'S OKAY. YOU'RE IN YOUR HOME DIMENSION.

EARTH.

WELL, *YOUR* EARTH.

BAM BAM BAM BAM

YOU ALIVE IN THERE?!

HEY, SPIDER-BOY!

I NEED MY FIX!

IT'S *SCARLET SPIDER.*

AND I'M COMING.

THERE'S CEREAL. DON'T KNOW IF THE MILK'S GOOD.

GOT DONUTS.

FORGET THE *FOOD!* GIVE ME MY *MEDS!* DO YOU *KNOW* WHAT'LL HAPPEN IF I DON'T GET THEM?

YEAH... I KNOW.

YO, PARTNER. YOU'RE CUTTING IT AWFULLY CLOSE.

AND OUR "GUEST" IS, UNDERSTANDABLY, FREAKING OUT. HELLO?

GNN. WHERE *ARE* YOU?

THE JACKAL'S LAB UNDERNEATH NEW U HEADQUARTERS.

NO! NOT BUYING IT! YOU GUYS AREN'T *REAL!*

JUST *ANOTHER* GWEN STACY CLONE...

...AND A *DOC OCK KNOCKOFF!*

HEY!

OH, I AM MOST CERTAINLY THE GENUINE ARTICLE.

AND ON THAT, YOU HAVE MY WORD...*DR. PARKER.*

COME, PETER, AREN'T YOU THE LEAST BIT CURIOUS...

...*HOW* I KNOW YOUR SECRET IDENTITY?

GNNH! NO. YOU'RE ONE OF WARREN'S CLONES.

HE KNOWS AND HE *TOLD* YOU. THE END.

WRONG! BUT YOU WOULD'VE FIGURED IT OUT BY NOW...

...IF YOU WERE TRULY THE *SUPERIOR* SPIDER-MAN.

WHAT?!

YES, YOU *DOLT.* I REMEMBER *ALL* OF IT! RIGHT UP TO THE TIME...

"...YOU AND I FOUGHT SHOULDER TO SHOULDER...

"...ALONGSIDE DOZENS OF *SPIDER-MEN.**

"AND DURING THOSE BATTLES, *YOU* LET IT SLIP THAT YOU WERE FROM A POINT IN *MY* FUTURE...

"...FROM A TIME WHERE YOU HAD RECLAIMED THAT AMAZING BODY--WHICH I HAD SO *RIGHTFULLY STOLEN!*

"THAT FOREKNOWLEDGE BOUGHT ME THE CHANCE..."

SEE* ***SPIDER-VERSE.* *--SPIDER-NICK*

"...TO PRESERVE MY BRAIN PATTERNS!"

ENTERING SLEEP MODE FOR 100 DAYS.

ALL SO I COULD LIVE ANOTHER DAY!

THANKS TO *YOU.*

UNH. *GREAT.* YOU WIN.

EXCEPT FOR *ONE* THING.

WHAT?!

I GOT A WHOLE NEW BAG OF TRICKS SINCE THEN!

LIKE Z-METAL WEBBING!

ELECTRICALLY CHARGED FOIL. YOUR "BUG ZAPPERS."

PATHETIC.

I'VE INSULATED MY ARMS *SPECIFICALLY* TO DEAL WITH THEM.

TZZZ

THUK

I'M PREPARED FOR *ALL* OF YOUR PRECIOUS NEW TOYS.

CONCRETE WEBBING. *FOAM* WEBBING. *ACID* WEBBING.

YAWN.

HOW?!

I'VE BEEN STUDYING YOU FOR SOME TIME, *BUG.*

HIDING UNDER YOUR NOSE FOR MONTHS. MY MAGNIFICENT MIND...

...TRAPPED INSIDE A COMPUTER WITH BARELY ENOUGH DATA STORAGE TO CONTAIN IT!

A COMPUTER? YOU DON'T MEAN--?

WOULD YOU CARE FOR A TASTY BEVERAGE?

THE LIVING BRAIN?!

YES! DAY AFTER DAY, IN THAT TIN CAN!

WAITING ON YOU HAND AND FOOT! BUT *NOW?*

THE DIE IS CAST!

OTTO!

ENOUGH.

SNAP

DON'T FORGET, WE'RE ALL ONE BIG, HAPPY FAMILY HERE. ISN'T THAT RIGHT, *DUPE?*

RHINO?

YES, JACKAL.

YEAH.

ELECTRO?

SURE. WHATEVER. KUMBAYA.

OTHER DUPE?

YES.

OTTO?

WE AGREED. I AM *NOT* YOUR LACKEY, WARREN!

YOU *NEED* MY GENIUS, REMEMBER?

YES. IN THE LAB. NOT OUT HERE PROVING YOUR "SUPERIORITY."

NOW, SPIDEY, THESE TWO HAVE SOMETHING TO SAY TO YOU.

SORRY.

FOR THE WHOLE TRYING-TO-KILL-YOU THING.

WHAT THE *WHAT?!*

WHAT DON'T YOU UNDERSTAND? *YOU* BROKE IN. THEY'RE *SECURITY*. THEY WERE JUST DOING THEIR JOB.

THIS IS *NUTS!* WHY ARE YOU JUST STANDING THERE? YOU HAVE ME OUTNUMBERED, OUTGUNNED, OUT--

OUTSIDE.

OTTO, RHINO, ELECTRO... TAKE FIVE.

EVERYONE WITHOUT AN "O," FOLLOW ME, PLEASE.

THAT'S IT?! YOU JUST GAVE UP YOUR ADVANTAGE. WHY WOULD YOU DO THAT?

BECAUSE WE'RE *NOT* THE BAD GUYS HERE. AND I CAN *PROVE* IT. C'MON. I'LL GIVE YOU THE TOUR.

THEN, IF YOU'RE GOOD, PUNCH AND PIE. HOW'S THAT SOUND?

THE OTHER CLONES...THEY SET OFF MY SPIDER-SENSE.

BUT NOT *YOU*. WHY IS THAT?

THAT'S EASY, PETE.

I'M *NOT* A CLONE.

COMING?

YEAH.

NO QUESTIONS TILL THE END OF THE TOUR?

NAH. FIRE AWAY.

SO... *NEW U?* ALL YOU? ALL ALONG?

YUP.

THE CLONING WAS A DEAD GIVEAWAY.

THAT'S FAIR. I WAS IN A RUT FOR A WHILE. CLONING GWEN. YOU. GWEN. YOU. YOU. YOU.

BUT I'VE TAKEN IT TO THE NEXT LEVEL. I'VE EVOLVED.

SURE. FASHION-WISE. LIKE THE NEW LOOK. EGYPTIAN?

ANUBIS. JACKAL-HEADED GOD OF LIFE AND DEATH.

TAD MELODRAMATIC, BUT IT GETS MORE RESPECT THAN FUZZY YODA IN A SPEEDO.

I CAN SEE THAT.

WAIT'LL YOU SEE *THIS.*

I CAN NOW UPLOAD PSYCHIC RESIDUE FROM HUMAN REMAINS...

...AND RESTORE PEOPLE TO LIFE WITH *EVERY* MEMORY INTACT. ALL THE WAY TO THEIR *LAST.*

TAP TAP

LOOK.

THE LIZARD? AND *MARTHA* CONNORS?

DO YOU MIND? THE TWO OF USSS ARE WORKING.

SPIDER-MAN! HOW ARE YOU?

I'LL TELL BILLY YOU SAID, "HI."

BILLY? YOU REANIMATED *BILLY CONNORS?* AFTER WHAT HAPPENED TO HIM?!

YOU'VE *FREED* THE LIZARD? AND BROUGHT BACK HIS DEAD WIFE AND CHILD?!

YOU'RE *INSANE,* MILES! AND THIS WHOLE PLACE OF YOURS IS *OBSCENE!*

AND I'LL DO WHATEVER IT TAKES TO BRING IT DOWN!

YOU. WITH THE *DRAMA.*

AND YOU HAVEN'T EVEN SEEN THE *BEST PART.* GWEN, TELL HIM.

IT'S EYE-OPENING. I'LL GIVE HIM *THAT.* THERE'VE BEEN OTHERS WHO'VE HAD DOUBTS...

...BUT THIS NEXT STOP USUALLY PUTS THOSE TO REST.

DON'T HOLD YOUR BREATH. I'VE ALREADY SEEN SOME OF THIS *EVOLVED* JACKAL'S HANDIWORK.

KINGPIN'S WIFE, VANESSA. YOU BROUGHT HER BACK...

...AND HAD HER *KILLED,* DIDN'T YOU?

HALF RIGHT, MR. PARKER. I RESURRECTED HER...

...BUT IT WAS *FISK* WHO DID THE KILLING.

BESIDES, THANKS TO ME, MURDER, KILLING, DEATH ITSELF: THESE WILL ALL BE THINGS OF THE PAST.

BEHOLD!

IF IT'S OKAY, I THINK I'D LIKE TO SKIP THIS PART.

WARREN!

OH, DON'T WORRY, MS. STACY. SPIDER-MAN'S HERE. HE'LL KEEP YOU SAFE. HE'S GOOD AT THAT, RIGHT?

WELCOME, SPIDER-MAN! TO THE UNDERWORLD!

EVERY ENEMY YOU'VE EVER KILLED OR WHO'S PERISHED UNDER *YOUR* WATCH!

THEY'RE ALL *BACK!*

WHAT'VE YOU DONE?!

WHY, I'VE GRANTED YOUR DEAREST WISH, WEB-SLINGER! *NO ONE DIES!*

HA HA HA HA!

MEANWHILE... MANY LEVELS ABOVE.

JONAH? TELL ME, SWEETIE. WHAT DO YOU THINK?

I... I DON'T KNOW.

J. JONAH JAMESON: *SPEECHLESS.* NEVER THOUGHT I'D LIVE TO SEE THE DAY.

WELL, TECHNICALLY... I *DIDN'T.**

*THE JACKAL BROUGHT JONAH'S WIFE BACK IN ASM #16. --CLONE NICK

HA HA HA!

MARLA, IT'S AN HONEST-TO-GOD-ALMIGHTY MIRACLE! I HAVE MISSED YOU *SO* MUCH. AND HERE YOU ARE.

I LOVE YOU. NEVER SAID IT ENOUGH. I SHOULD HAVE SAID IT ON THE HOUR.

MARLA MADISON JAMESON, *I LOVE YOU.*

I FEEL THE *SAME* WAY.

NOW, IMAGINE IF EVERY PERSON IN THE WORLD COULD FEEL LIKE THIS.

AGAIN WITH THE SALES PITCH.

SO SHOOT ME. I WORK HERE NOW.

MARLA, EVERY DAY I'M ON MY SHOW AT THE *FACT CHANNEL*, SINGING *NEW U'S* PRAISES.

WHAT *MORE* CAN I DO?

AND *STILL*, WARREN WON'T USE THIS TECH TO BRING BACK MY FATHER.

SORRY, DEAR. WE'VE HAD TROUBLE SCREENING OUT HIS DISEASE. WE WANT TO BRING HIM BACK *HEALTHY.*

IN THE MEANTIME, THERE'S SOMEONE ELSE HERE WHO'S DYING TO SEE YOU.

HI, GUYS. MISS ME?

OH, MY.

*CAN'T WAIT TO FIND OUT WHAT JJJ SEES? CHECK OUT **SILK #14!** --CLONE NICK*

WHAT ARE YOU WAITING FOR?!
C'MON! YOU GOT ME RIGHT WHERE YOU WANT ME!
SO ARE WE DOING THIS OR *NOT*?!
WHAT'D I TELL YOU? *HE* WAS ALWAYS THE ONE ITCHIN' FOR A FIGHT.
EASY, SPIDEY...
YEAH, SOMEONE NEEDS TO TAKE THEIR PILL.

...THIS ISN'T A TRAP.
HE'S RIGHT, SON.
IT'S A GIFT.
CAPTAIN STACY?
JEAN DEWOLFF.
PROWLER.
DR. KAFKA.
I'M GONNA BE SICK. THIS IS WRONG. *SO* WRONG.

PROWLER, WHAT'S GOING ON? WHY ARE *YOU* WITH THEM?
YOU CAME HERE TO LOOK INTO THIS PLACE DAYS AGO! AND YOU SAID EVERYTHING WAS *FINE!*
WELL, IT *WASN'T*... AND THEN IT *WAS*.
I *DIED*. AND PROFESSOR WARREN BROUGHT ME BACK. HE SHOWED ME WHAT THEY'RE DOING DOWN HERE...
...AND IT'S A *GOOD THING*. WITH CAPTAIN STACY, KAFKA, AND THE OTHERS, WE'RE GIVING THE WORST OF THE WORST A SECOND CHANCE.

WHAT?!
THEY'RE ALL *REBORN*. IN EVERY WAY. AND THIS TIME, THEY'LL BE A FORCE FOR *GOOD*.

YEAH. 'CAUSE CLONES OF THE HITMAN, THE ROSE, AND ONE OF THE HOBGOBLINS...

...ARE GONNA START BAKING COOKIES FOR ORPHANS. YOU'VE DESECRATED THE MEMORIES OF PEOPLE I *LOVE.*

I SURE HOPE YOU CAN CLONE YOURSELF A NEW HEAD, MILES. 'CAUSE I'M GONNA RIP YOURS OFF AT THE NECK.

WHOA. I DID ALL OF THIS FOR *YOU.*

...

HE'S TELLING THE TRUTH. THIS IS *YOUR* CLEAN SLATE.

EVERY DROP OF BLOOD OFF YOUR HANDS.

BECAUSE I WANTED YOU ON BOARD. MORE THAN ANYTHING.

AND IT'S WORKING. THEY'RE CHANGING. *BEHAVING.*

IT'S BEEN MONTHS. AND NO BANK JOBS, MUGGINGS, OR EVEN JAYWALKING. TELL HIM.

IT'S WHY *WE'RE* HERE. PEOPLE YOU'D TRUST.

WE'RE KEEPING AN EYE ON THEM.

AND THEN THERE'S THE PILLS.

THEY CAN'T LEAVE OR SKIP THEIR TREATMENTS.

BECAUSE OF *THIS.* THEIR NEW BODIES WILL FAIL WITHOUT THIS FORMULA.

THEY'RE ALL ON MY *CHEMICAL LEASH.*

WE'VE THOUGHT OF EVERY LAST... DETAIL?

YOU!

DAD?! WHAT'RE YOU--

A MAN KNOWS HIS OWN DAUGHTER! YOU ARE *NOT MY GWEN!*

WHERE IS SHE?! WHAT HAVE YOU *DONE WITH HER?!*

IT'S... COMPLICATED.

TALK!

FINE. I'M NOT YOUR DEAD DAUGHTER'S CLONE--

WHAT THE HELL?!

KRAK

UNGHH!

FLANG

I'M HER SPIDER-POWERED DOPPELGANGER FROM ANOTHER DIMENSION.

ALSO, I'M WEARING EXTENSIONS. SEE? COMPLICATED.

SPIDEY? YOU COMING?

FIRST NON-INSANE THING ANYONE'S SAID TO ME ALL DAY!

WHICH IS SURPRISING.

I KNEW YOU WEREN'T A CLONE!

DOCTOR CONNORS, ARE YOU IN?

I WASSS IN THE MIDDLE OF SSSOME-THING.

IT CAN WAIT. WE HAVE TWO INTRUDERS LOOSE IN OUR VENTS...

...AND NO ONE CAN SQUIRM AROUND IN THERE LIKE YOU.

BE A PAL AND FLUSH 'EM OUT, WILL YOU?

GNNN.

CURT, HE'S OUR BOSS. DO THIS ONE THING FOR HIM, OKAY?

YESSS, DEAR.

THANKS, HONEY. BILLY AND I WILL SEE YOU FOR DINNER, OKAY?

IF I'M LATE, MAKE SURE HE EATSSS HIS VEGGIESSS.

KAINE, YOU THERE? MY COVER'S BLOWN.

BEEN TRYING TO REACH YOU FOR AGES. OUR GUEST NEEDS HER CLONE-MEDS! **FAST!**

WHOA! YOU'RE THAT GWEN FROM EARTH-65 ***AND*** KAINE'S ***ALIVE?!*** I AM ***SO*** IN THE DARK HERE.

ONE THING AT A TIME, OKAY?

KAINE, I'M SORRY. I DON'T HAVE ***ANY*** CLONE-MEDS ON ME--

WAIT! I KNOW WHERE SOME ARE!

"TELL HIM TO HEAD OVER TO HORIZON UNIVERSITY. I GOT MY HANDS ON SOME OF THOSE PILLS AND MY FRIENDS ARE OVER THERE STUDYING THEM."

HORIZON

HORIZON UNIVERSITY

THANKS FOR MEETING ME.

ABSOLUTELY, MR. KAINE. ANY FRIEND OF SPIDER-MAN'S...

PRETTY NORMAL-LOOKING RIDE, DUDE. IS THAT SUPPOSED TO BE YOUR *SCARLET SPIDER-MOBILE?*

IT'S NOT MINE. I "BORROWED" IT. YOUR STUPID CITY ISN'T EXACTLY BUILT FOR WEB-SWINGING.

YOU SAID YOU'D HAVE A PASSENGER WITH YOU...

...AND THAT SHE'D NEED THE MEDICINE WE'VE BEEN TRYING TO REPLICATE.

YEAH...

...HERE YOU GO.

GET ME OUT OF HERE!

WHEN I TELL THE JACKAL ABOUT THIS, YOU'RE GOING TO WISH YOU WERE NEVER BORN. OR CLONED. *WHATEVER!*

OH, MY! I AM NOT COMFORTABLE WITH THIS, SIR.

I DON'T CARE.

SHE IS HOURS AWAY FROM ZOMBIE-ING OUT, POSSIBLY INFECTING YOU *ALL*...

...AND ENDANGERING ALL LIFE ON *EARTH.*

FIX HER. *DON'T* LEAVE HER ALONE. AND *DON'T* LET HER NEAR A PHONE. *GO!*

DON'T WORRY, MISS.

IT'LL BE OKAY.

HEY, RUDE GUY! A WORD?

WHAT?

...YOUR FRIEND TOOK THAT GIRL'S PLACE AND WENT UNDER-COVER. I GET WHY YOU'RE BEING CAUTIOUS, BUT...

...YOU'RE PETER'S CLONE, RIGHT? WHY DID THE TWO OF YOU GO ON THIS MISSION ALONE?

WHY DIDN'T YOU ASK *PETE* FOR HELP?

HMM. I'LL TELL YOU WHY. I'VE SEEN THIS *NEW U* MADNESS HAPPEN ON A DOZEN DIFFERENT WORLDS.

AND EVERYTHING GOES TO HELL FOR THE *SAME* REASON.

BECAUSE OF MILES WARREN'S MAD IDEAS...

PARKER INDUSTRIES & NEW U USHER IN A NEW TOMORROW

...AND PARKER INDUSTRIES' GLOBAL TECH.

PETER PARKER IS THE MAN WHO *DESTROYS THE WORLD.*

THE CLONE CONSPIRACY #1 ◆ VARIANT BY **MARK BAGLEY, JOHN DELL** & **RICHARD ISANOVE**

THE CLONE CONSPIRACY #3 "The Devil You Know"

NEW U HEADQUARTERS.

FASTER! YOU HEAR THAT SCRITCHING AND SCRATCHING BACK THERE?

I KNOW THAT SOUND. THAT'S THE *LIZARD* CRAWLING UP AFTER US!

Y'KNOW BACK ON EARTH-65, *MY* EARTH...

...*YOU* WERE THE LIZARD. I MEAN, THAT'S *WEIRD*, RIGHT?

REAL FOOD FOR THOUGHT. WE SHOULD STOP AND TELL *HIM* THAT...

...WHILE HE'S EATING US ALIVE.

HARSH.

HSSS!

THAT WASSS UNCALLED FOR, WEB-SSSLINGER.

MY BODY MAY BE REPTILIAN...

...BUT I AM SSSTILL CURT CONNORSSS.

SSSMART. CCCIVILIZED. AND I ASSSSURE YOU...

...MY BOSSSS, THE JACKAL, WISHES YOU NO HARM.

HMM. MY SPIDER-SENSE ISN'T TINGLING. YOURS?

NOTHIN'.

HE'S TELLING THE TRUTH.

THINKING WHAT I'M THINKING?

YUP.

FWAKK

NOT FAIR!

YEAH. HOWEVER WILL I SLEEP AT NIGHT?

THWIP

NOW THAT WE'VE FINALLY GOT A MOMENT, MS. SPIDER-POWERED GWEN OF EARTH-65...

...WHAT'S UP WITH YOU POPPING BY *MY* DIMENSION ***ALL THE TIME*** AND NEVER SAYING "HI"?

"ALL THE TIME"?

I KNOW THAT YOU HAVE A STANDING BRUNCH WITH SPIDER-WOMAN. YEAH. THAT'S RIGHT. WE TALK.

ALL OF YOU, FAN OUT. FIND THEM.

WHOEVER THAT IMPOSTER IS, SHE'S TAKEN MY DAUGHTER'S PLACE AND SHE'S THE ONLY LEAD WE HAVE TO FINDING GWEN.

MY GWEN.

EVERYONE ON YOUR BEST BEHAVIOR. FIRST HINT OF FUNNY BUSINESS, NO PILLS TONIGHT. FOR ***ANY*** OF YOU.

AND TRY TO STICK TO THE SHADOWS. LOOK AT YOU. A HALLOWEEN PARADE...

...OF DEAD SUPER CRIMINALS.

LAST THING WARREN NEEDS IS FOR YOU TO SHOW UP ON THE EVENING NEWS.

HOBIE? COME IN!

I'M ON THE ROOF. NO SIGN OF THEM...EXCEPT FOR A BUSTED GRATE.

HOLD ON. MY SUIT'S GETTING SOMETHING. A HEAT SIGNATURE.

FLIERS! I NEED YOU TO DOUBLE BACK AND HEAD ***EAST***. COPY?

HAMILTON HERE.

I THOUGHT I SAW THEM GO THIS--

SHUT UP! YOU HEARD HIM. EAST!

THE JACKAL *WILL* FIND ME.

HORIZON UNIVERSITY. A FEW MILES AWAY.

HE'S A POWERFUL MAN, WITH FRIENDS IN *HIGH PLACES.*

AND HE WILL NOT BE HAPPY WITH THIS. SO IF YOU'RE SMART, YOU'LL LET ME GO...

...AND GIVE ME ONE OF THOSE DAMN PILLS!

I DON'T LIKE THIS. HOLDING HER AGAINST HER WILL.

AND NOW WE'RE SUPPOSED TO GIVE HER *DRUGS?*

DO IT. SHE NEEDS THOSE MEDS. *NOW.*

SORRY, KAINE. I'M WITH ARIBELLA ON THIS ONE. WE'RE RUNNING LOW...

...AND WE STILL DON'T KNOW EXACTLY WHAT'S IN THESE PILLS.

WHICH MEANS WE *DEFINITELY* CAN'T REPLICATE THEM. YET.

THEN GIVE HER HALF A DOSE. ANYTHING. IF YOU DON'T...

WHAT? HER CELLS DESTABILIZE, RIGHT?

YES. AND THAT'D BE BAD.

HOW BAD?

THIS. ALL OF THIS IN RUINS. *THAT* BAD. I-- I'VE SEEN IT HAPPEN.

YOU'LL END UP WITH A WHOLE WORLD FULL OF--

HERE, I'LL *SHOW* YOU.

THE CARRION VIRUS.

MY GOD. ARE YOU... CONTAGIOUS?

NO. I'M ONE OF THE JACKAL'S ORIGINAL CLONES. WE'RE A STURDIER BATCH.

BUT THESE *NEW U* MODELS-- THESE "REANIMATES"-- THEIR BODIES DON'T JUST BREAK DOWN FROM THIS...

...THEY BECOME *CARRIERS.* DEADLY, *INFECTIOUS* CARRIERS.

WAIT. IF *HIS* BODY CAN CONTAIN IT...?

THEN MAYBE...

MAYBE WHAT?

YOU MIGHT BE THE KEY TO A *CURE,* YOU IDIOT! WHY DIDN'T YOU TELL US SOONER?

I DIDN'T THINK...

YOU CAN SAY THAT AGAIN. I'LL GET SOME SAMPLES.

AND *I'LL* DO WHAT WE SHOULD'VE DONE EARLIER.

WHICH IS...?

CALL THE *COPS!*

WHAT?

THERE'S A POTENTIAL CITYWIDE EPIDEMIC.

WE KNOW WHO'S BEHIND IT--AND WE KNOW WHERE THEIR BASE IS.

WHY *WOULDN'T* WE CALL THE POLICE?

...

SHE'S GOT A POINT.

THIS IS *CHIEF ANDERSON.*

I'M OVERSEEING *ALL* ONGOING INVESTIGATIONS INTO *NEW U* PERSONALLY.

YES, MS. MARCONI. THERE'VE BEEN A NUMBER OF SUSPICIOUS INCIDENTS REPORTED OVER AT--

MY NAME'S *STACY! GWEN STACY!* AND THEY'RE--

THWIP!

WHAT WAS *THAT?*

MAYBE *THIS* IS WHY WE DIDN'T CALL?

MMPH!

UM... NOTHING. BUT ABOUT *NEW U,* THERE'S SOMETHING YOU SHOULD KNOW...

THAT SOUNDS SERIOUS. THE S.F.P.D. WILL LOOK INTO IT RIGHT AWAY.

OF COURSE, I'LL NEED TO SEND SOMEONE OVER TO GET A COMPLETE STATEMENT.

WHERE ARE YOU AGAIN?

HORIZON? THANK YOU.

DAILY BUGLE

POLICE CHIEF SHOT

HERO DEFENDS CRO... FROM A GUNME...

HERO COP MIRACLE

MAKES FULL RECOVERY

NEW U HEADQUARTERS.

THANK YOU FOR THE UPDATE, CHIEF. YOU'RE A CREDIT...

...TO THE *NEW U* FAMILY.

I-I'M RUNNING LOW ON MY PRESCRIPTION.

NO WORRIES. I'LL SEND SOMEONE OVER. THEY JUST HAVE A STOP TO MAKE FIRST.

LET ME GUESS. YOU'RE SENDING ME TO COLLEGE?

TOP MARKS, FRANCINE.

TAKE RHINO WITH YOU. BRING ME BACK *MY* GWEN, AND...

...TRY NOT TO ELECTROCUTE ANYONE THIS TIME.

STAY ON MESSAGE. I'M ABOUT BRINGING PEOPLE *BACK* FROM THE DEAD.

BOSS, WE'RE BEHIND SCHEDULE. THE BIG MEETING?

EH. REMEMBER WHEN BEING A MAD SCIENTIST WAS ABOUT *SCIENCE?*

NOW IT'S ALL MEETINGS, MEETINGS, MEETINGS.

THIS IS WHAT YOU GET WHEN YOU TRY TO REMAKE THE WORLD INTO A BETTER PLACE.

LOOK AT YOU ALL. FDA, ARMED FORCES, MEDIA MOGULS, FORMERLY DEAD SPOUSES.

I ALMOST FEEL UNDERDRESSED.

TODAY WE MOVE TO PHASE TWO!

MORE *NEW U* FACTORIES. LESS GOVERNMENT OVERSIGHT. AND FREE PROCEDURES TO FALLEN SOLDIERS.

I JUST KNOW YOU CAN SELL THE PUBLIC ON THAT, MR. JAMESON.

OF--OF COURSE, WARREN. BUT I--

THERE'S THAT PESKY "BUT" OF YOURS. LET ME GUESS...

YOU WANT ME TO RAISE YOUR FATHER FROM THE GRAVE, RIGHT?

YOU PROMISED.

SO GREEDY. I'VE GIVEN YOU YOUR FOSTER DAUGHTER BACK. AND YOUR SECOND WIFE.

WHAT? WANT YOUR ***FIRST*** WIFE BACK TOO?

HEY!

MEETING ADJOURNED.

THE NONSENSE I HAVE TO DEAL WITH. LIKE THE WORLD'S GOING TO SAVE ITSELF.

AH. THE GOOD DOCTOR. HOW GOES IT, OCTAVIUS?

YOU SEE ***THIS?*** A PROTO CLONE! THE ***NEXT*** EVOLUTION IN HOST BODIES!

STRONGER! BETTER DEVELOPED! READY TO BE IMPRINTED!

BUT NOW I MUST STOP ***EVERYTHING*** SO WE CAN MOVE TO A ***SECOND*** LOCATION! ***WHY?!***

EXPLAIN!

WE'VE BEEN INFILTRATED. OUR ENEMIES KNOW WHERE TO FIND US.

PARKER AND THE GIRL? KILL THEM. BRING THEM BACK...

...THEN GIVE THEM YOUR PILLS. PROBLEM SOLVED.

THEN HE WOULD BE AN ***ENSLAVED*** ALLY. NO. I WANT PARKER TO COME TO ME ***WILLINGLY.***

IMPOSSIBLE. I'VE BEEN IN HIS HEAD. HE'D NEVER TURN TO YOUR SIDE.

OH, OTTO. ***ANYONE*** CAN BE MOVED WITH THE RIGHT LEVERAGE. AND SOON...

"...I'LL HAVE *EXACTLY* WHAT HE MOST WANTS."

SO THERE IS A *REAL* GWEN OUT THERE? I MEAN A *CLONE* GWEN. FROM THIS NEW PROCEDURE.

YEAH. I JUST SWAPPED PLACES WITH HER. WHICH MEANT HIDING ALL MY SPIDER-GEAR. FEEL KINDA WEIRD WITHOUT IT.

OH, SORRY, HERE. SPARE WEB-SHOOTER. THAT HELP?

SPEAKING OF HELP...

RIGHT. THERE'S NO WAY WE SHOULD'VE BEEN ABLE TO GET AWAY FROM *ALL* THOSE BADDIES.

I THINK PROWLER GAVE US AN ASSIST BACK THERE.

SO I WASN'T THE ONLY ONE UNDERCOVER?

I HAVE *NO IDEA.* ABOUT *EITHER* OF YOU. *WHY* ALL THE SECRETS?

I GET THAT YOU'RE WORKING WITH KAINE, BUT WHY NOT BRING *ME* IN ON THIS TOO?

KAINE! I SHOULD CHECK IN WITH HIM. SEE IF HE'S OKAY.

NICE PIVOT. ANSWER THE QUESTION.

ONE SEC. KAINE, DO YOU--?

CAN'T TALK! HORIZON UNDER ATTACK! RHINO AND ELECTRO! THEY'RE-- SKKZZ

GUESS OUR "TRUST ISSUES" WILL HAVE TO WAIT! FOLLOW ME!

HORIZON'S ACROSS TOWN, BUT I KNOW HOW WE CAN GET THERE FASTER!

THAN WEB-SWINGING?

OH YEAH! *MUCH* FASTER!

HORIZON UNIVERSITY.

HEY! OUT OF THE WAY!

THAT'S THE SCARLET SPIDER! I WANT A SHOT AT HIM!

THIS IS NO CONTEST, GIRL. IT IS A JOB.

WE GET WHAT THE MASTER WANTS, AND WE GET OUT.

GRAHH!

OH MY! MR. KAINE!

RMBBLE

WAY TO TAKE ALL THE FUN OUT OF IT.

C'MON, BLONDIE. THE BOSS MAN WANTS YOU AND YOUR GO-GO BOOTS BACK HOME.

ZRK

SORRY, MISS. WE MAY NOT HAVE SUPER-POWERS AT HORIZON...

...WHAT WE *DO* HAVE IS *INNOVATION.*

FLMP

THIS EXPERIMENTAL FIRE SUPPRESSANT MIGHT SLOW YOU DOWN.

EWW!

OR NOT.

THAT'S IT, OLD MAN! YOU'RE GETTIN' *ROASTED!*

NYET! THIS IS NOT WHAT PROFESSOR WARREN ASKED. JUST THE GIRL!

BUT--

AND THE SPIDER! HE'S A CLONE. HE MIGHT HOLD THE KEY TO WHAT WE'RE LOOKING FOR.

AND ME!

WHAT? WE'RE TAKING REQUESTS NOW?

ZIP

OOH!

I'M A SCIENTIST. I'VE BEEN STUDYING HIM AND YOUR DRUG...

...AND I KNOW HOW BIG A PROBLEM YOU'VE GOT.

MILES? WE'RE HEADING BACK. YES...

...THE TRIP WAS SUCCESSFUL. IN FACT...

...WE'RE BRINGING GUESTS.

DANG IT. LOOKS LIKE WE'RE LATE TO THE PARTY.

THIS IS SPIDEY TO MAX MODELL. YOU GUYS OKAY IN THERE?

YES. THE INTRUDERS ARE LONG GONE. WE'RE JUST CLEARING THE BUILDING.

STAY WHERE YOU ARE. WE'LL COME OUT TO YOU.

THIS THING'S INSANE.

WHAT? YOU HAVE SPARE "SPIDER-CYCLES" STASHED AWAY IN EVERY CITY?

ONLY ONES WITH PARKER INDUSTRIES OFF-SITE GARAGES.

YOU MUST HAVE MONEY TO BURN.

FOR SPIDER-MAN STUFF. SURE.

YOU ARE *SO* NOT LIKE THE PETER PARKER FROM MY WORLD.

PEOPLE SAY THAT ABOUT ME AND *THIS* WORLD.

MEANWHILE, THIS PILE OF JUNK IS WHAT KAINE AND I HAVE BEEN USING.

LOOKS... COMFY.

HERE WE GO. MY SPARE *SPIDER-WOMAN* SUIT. TURN AROUND.

ABOUT BEFORE...

SPIDER-WOMAN. SCARLET SPIDER. SPIDER-MAN. WE'RE *ALL* ON THE SAME TEAM.

SO WHY IN THE WORLD HAVE YOU AND KAINE BEEN KEEPING ME IN THE DARK?

ALL RIGHT. YOU WANT THE UGLY TRUTH? YOU GOT IT.

WE'VE *SEEN THIS* GO DOWN ON A DOZEN WORLDS. AND *EVERY* TIME, *YOU* JOIN UP WITH THE *JACKAL.* YOU SWITCH TO WARREN'S SIDE, PETE.

NO! *NEVER!* I DON'T BELIEVE IT!

SPIDER-MAN OVER HERE.
MAX! I'M SO GLAD YOU GUYS ARE--
VOICES DOWN, PLEASE.
--OOOKAY. WAIT. BELLA. GRADY. WHERE'S...?
DUDE, YOU ARE NOT GONNA WANT TO HEAR THIS.

MS. MARCONI AND YOUR COMPATRIOT, THE SCARLET SPIDER...
...THOSE ***NEW U*** PEOPLE, THEY HAVE THEM.
AND WE CAN'T GO TO THE AUTHORITIES. IT APPEARS THEY'RE "IN ON IT."
THERE'S NO WAY OF TELLING HOW FAR THIS... CONSPIRACY GOES.

ANNA? KAINE? WE HAVE TO DO SOMETHING.
AGREED.
NEW U'S BEEN COMPROMISED. THEY HAVE A ***SECOND*** SITE. THE QUESTION IS IF JACKAL KNOWS THAT I KNOW, WE COULD BE WALKING INTO A TRAP.
OR I COULD POINT YOU STRAIGHT TO HIM.
OH NO. WHAT ARE ***YOU*** DOING HERE?!
I WAS HAVING THE JACKAL'S MEN FOLLOWED. I KNEW THEY'D LEAD ME TO YOU, SPIDER.
WILSON FISK. ***THE KINGPIN OF CRIME.*** MY SPIDER-SENSE MUST BE ON THE FRITZ TODAY.
NONSENSE. I'M NOT YOUR ENEMY HERE. FAR FROM IT. I'VE COME TO OFFER MY ***HELP.***

I'VE BEEN KEEPING TABS ON THE JACKAL SINCE...

...THAT *UNPLEASANTNESS* A FEW WEEKS AGO.*

MOST NOTABLY, I'VE UNEARTHED THE MAGGOTS WHO DISTURBED MY LATE WIFE'S GRAVE.

THEY'RE THE ONES WHO'VE PROVIDED WARREN WITH THE GENETIC MATERIALS FOR HIS SICK EXPERIMENTS.

*SEE *AMAZING SPIDER-MAN #19* FOR THAT UNPLEASANTNESS. --ALLISON

HE'LL BE MEETING THEM WITHIN THE HOUR.

THIS FOLDER HERE CONTAINS THEIR LOCATION. TAKE IT-- AND THE JACKAL IS YOURS.

OF COURSE, YOU WILL THEN OWE ME A *FAVOR.*

NO.

HE CLONED YOUR WIFE. I'VE *SEEN* A CLONE OF YOUR SON, THE ROSE.

HE'S MESSED WITH YOUR FAMILY, FISK. *YOU* WANT MILES WARREN AS BADLY AS *I* DO.

IF I TAKE THAT FILE, AND BRING *DOWN* THE JACKAL, THEN *YOU,* THE KINGPIN OF CRIME, WILL OWE *ME!*

...

TAKE IT.

YOU'RE WELCOME.

READY?

WAIT! WE STICK TO THE PLAN. SAVE KAINE AND ANNA, AND THEN--

NO! YOU CAN DO THAT. BUT THIS IS MY ONE CHANCE TO GET THE JACKAL AND *END THIS!*

BUT--

TRUST ME!

A PRIVATE AIRSTRIP. OUTSIDE OF TOKYO.

MR. BURKE. MR. HARE. IT'S GOOD TO SEE YOU. FINALLY.

YES. THIS IS A FIRST FOR US. MEETING THE TOP DOG. NICE MASK.

GUESS THAT MAKES THIS SHIPMENT... *SPECIAL.*

YEAH. WHAT GIVES? THE STIFF INSIDE HERE, HE WAS A NOBODY.

HE WAS IMPORTANT TO *ME*, MR. HARE.

WHICH IS WHY I AM HANDLING THIS TRANSACTION PERSONALLY.

THAT SO? MAYBE WE SHOULD'VE UPPED THE PRICE SOME MORE.

AND MAYBE YOU SHOULDN'T HAVE COME ALONE.

HE DIDN'T!

NOT THAT WE'RE TOGETHER.

HELL, I WOULDN'T BE CAUGHT DEAD WITH HIM.

SPEAKING OF CATCHING... *IMPACT WEBS!*

THWIP

THWIP

THWIP

THWIP

THWIP

THWIP

SPIDER-MAN! *THERE* YOU ARE. THANKS.

I WAS JUST ABOUT TO DEAL WITH THESE MEN MYSELF.

WHUK

THWAK

ENOUGH! I'VE HAD IT WITH YOU, ***WARREN!***

NO MORE PLAYING AROUND!

REALLY? IT'S BEEN A WHILE SINCE MY HIGH SCHOOL DAYS...

...BUT THIS FEELS AN AWFUL LOT LIKE DODGE-BALL, MR. PARKER.

SHUT UP!

IS THIS ABOUT YOUR SECRET IDENTITY?

DON'T WORRY. BOTH OF THOSE MEN APPEAR QUITE UNCONSCIOUS.

AND BESIDES, I *ENJOY* BEING ONE OF THE FEW WHO KNOWS WHO'S UNDER THAT MASK. IT GIVES ME AN ADVANTAGE WHEN--

WHEN WHAT?! MESSING WITH ME?!

TURNING MY LIFE UPSIDE DOWN?!

BRINGING MY LOVED ONES--

--AND WORST ENEMIES *BACK FROM THE DEAD!*

ALL FOR SOME *SICK KICKS!*

NO, IT'S NOT LIKE THAT AT ALL. IF YOU'D JUST LISTEN--

NO MORE! I'M STOPPING THIS!

RIGHT HERE! RIGHT N--

WAPP

OW!

KRAK

NO! THAT'S NOT *POSSIBLE!*

YOU'VE *NEVER* BEEN THIS STRONG! THIS FAST! *HOW--?*

I'M NO STRONGER OR FASTER THAN *YOU* ARE.

BUT YOU'RE JUST SOME CRAZY, MAD SCIENTIST IN A STUPID RED SUIT!

PLEASE, PETER. THIS IS *DARKER* THAN RED.

IT'S MORE OF A...

...SCARLET.

IT'S ME, PETER. *BEN REILLY.*

YOUR BROTHER FROM ANOTHER BLOOD CELL.

B-BEN?

IT *CAN'T* BE YOU!

IT'S THE BROWN HAIR, RIGHT? I LET MY ROOTS GROW OUT.

YOU'RE DEAD! YOU *DISSOLVED!*

I TOLD YOU. THE *NEW U* PROCESS IS MORE ADVANCED THAN CLONING. IT CAN RESTORE *ANYONE.*

WITH *ALL* THEIR MEMORIES INTACT. I *REMEMBER* IT. *BURNING* AWAY IN YOUR ARMS.

IF I CAN COME BACK FROM *THAT*... IMAGINE THE POSSIBILITIES.

WITH *YOUR* HELP.

WITH PARKER INDUSTRIES' RESOURCES, WE COULD GO *WORLDWIDE.*

YOU NEVER WANT *ANYONE* TO DIE. I'M OFFERING YOU SOMETHING *BETTER.* EVERYONE GETS TO *LIVE!*

ANYONE WE'VE EVER LOST. NO MATTER HOW LONG AGO. *NO ONE* IS OFF-LIMITS. EVEN *HIM.*

THE MAN IN HERE IS MY GIFT TO YOU. JOIN ME...

...AND TOGETHER WE'LL BRING BACK *UNCLE BEN.*

DEAD NO MORE

THE CLONE CONSPIRACY #4 • *"A Kind of Paradise"*

THE JACKAL'S LABORATORY.

HEY, OCK! YOU DONE YET? HAVING SUPER-POWERS IS SUPPOSED TO BE COOL.

AND NOT JUST BEING HOOKED UP TO CRAP.

MMMPH!

WHAT HE SAID.

PATIENCE, ELECTRO. MY PROTO CLONE IS ALMOST COMPLETE.

BUT I MUST MAKE CERTAIN IT WON'T SUFFER THE SAME CELLULAR DECAY AS THE JACKAL'S PREVIOUS ATTEMPTS.

LIKE THE PATHETIC CLONE-BATCH THAT SPAWNED YOU. OR OLDER, INFERIOR MODELS LIKE KAINE HERE.

I WOULDN'T MOCK OUR MASTER'S TECHNIQUES, OCTAVIUS...

...CONSIDERING, THAT, LIKE MYSELF, YOU, TOO, ARE ONE OF THOSE DECAYING CLONES.

A "PROTO" CLONE? HA! I'VE A SSSIMPLER SSSOLUTION.

I BELIEVE I CAN SSSTOP YOUR BODIESSS FROM BREAKING DOWN...

...BY IMPROVING YOUR NATURAL REGENERATIVE ABILITIESSS.

YES, CONNORS. AND I'M SURE WITH *YOUR* TRACK RECORD...

...THAT *WON'T* END UP TURNING EVERY ONE OF US INTO *REPTILES.*

I DON'T HAVE TO TAKE THISSS ABUSSSE.

BESSSIDESS, I'M LATE FOR MY FAMILY DINNER.

RIGHT THERE'S YOUR PROBLEM, *LIZARD.*

HUMAN ENTANGLEMENTS.

THEY ALWAYS GET IN THE WAY OF PURE SCIENCE.

EXCUSE ME. I WAS TOLD TO COME UP HERE AND BRING--

HSSS!

OUT OF MY WAY, MILESSS SSSEVEN.

MMMAYBE I SHOULD TAKE OFF FOR DINNER TOO--

QUIET. YOU DON'T HAVE A CLONED FAMILY TO RUN OFF TO.

HMM.

KAINE, I MUST ADMIT, YOU ARE AN ENIGMA TO ME. YOU'RE AN EARLIER FORM OF CLONE...

...BUT FAR MORE STURDY THAN MYSELF OR FRANCINE, HERE.

IS IT YOUR SPIDER-POWERS OR--

HMM. YOUR "WEB-WARRIOR" COMMUNICATOR.

I REMEMBER THESE.

ODD. I HADN'T NOTICED BEFORE, BUT THEIR DESIGN IS VERY SIMILAR TO--

DOCTOR OCTAVIUS? SORRY TO INTERRUPT. THERE'S A SCIENTIST WE CAPTURED.

SHE'S STUDIED KAINE'S PHYSIQUE.

THE MASTER THOUGHT SHE MIGHT PROVIDE SOME INSIGHTS.

OH, DEAR GOD, IT'S *YOU.*

ANNA-MARIA? HERE? IN THE FLESH? I-I--

"IN THE FLESH"? *UGH.*

"SO LONG" IS RIGHT. GET ME OUT OF HERE.

I CAN'T BE IN A ROOM WITH THIS MAN.

HA! I TAKE IT BACK. I AM *SO* GLAD I STAYED...

ANNA, MY LOVE. PLEASE! I HAVE WAITED SO LONG FOR--

"...THIS HAS GOTTA BE THE MOST AWKWARD THING *EVER*, RIGHT?"

UNCLE BEN'S REMAINS.

YOU REALLY ARE BEN REILLY.

AND THAT'S REALLY UNCLE BEN IN THERE.

Y'KNOW, YOU REPEAT THINGS. A LOT. IF YOU WANT...

...WE COULD RUN A FULL CHECKUP ON YOU. LOOK FOR ANY BRAIN DAMAGE.

NOT BEING INSULTING. IN OUR LINE A' WORK, WE DO TAKE SOME KNOCKS TO THE HEAD.

SAY IT AGAIN. YOU CAN BRING HIM *BACK?*

YES. I CAN BRING *ANYONE* BACK.

EVERY BAD DECISION. THEY CAN ALL BE UNDONE. IN FACT...

...I COULD BRING BACK THE BURGLAR YOU DIDN'T STOP.

AND YOU COULD PUNCH HIM AROUND FOR A BIT. WOULD YOU LIKE THAT?

...

LET'S *NOT* DO THAT.

AH! BUT YOU *THOUGHT* ABOUT IT FOR A SEC, DIDN'T YOU?

DON'T WORRY. WE'RE NOT DOING THAT.

'CAUSE WE'RE THE GOOD GUYS.

HOW DID YOU PULL ALL THIS OFF?

THE SCIENCE? *NEW U?* YOUR OWN COMPANY? CRAZY MEDICAL PROCEDURES?

FDA APPROVAL?! IT'S ALL SO-- *INSANE! HOW?!*

I HAVE A "WEB", PETER. A NETWORK ACROSS THE COUNTRY.

MEMBERS OF THE GOVERNMENT.

LAW ENFORCEMENT.

MEDICAL INSTITUTIONS.

THE MEDIA...

...SO MANY PEOPLE OUT THERE WHO'VE LOST *THEIR* UNCLE BENS.

AND THAT'S WHAT I CAN GIVE THEM: LOVED ONES, SPOUSES, SIBLINGS, CHILDREN...

SO...EMOTIONAL BLACKMAIL.

LOVE, PETE. THE POWER OF LOVE. IT'S HOW AND *WHY* I'VE DONE THIS.

AND WITH *YOUR* HELP, AND *PARKER INDUSTRIES*...

...WE CAN MAKE THIS GO GLOBAL.

AH! THERE SHE IS! *NEW U'S* SECOND SITE.

THE TRANSAMERICA PYRAMID?! FOR *REAL?!*

YEAH. I GOT A WHOLE EGYPTIAN THEME GOING ON HERE.

JUST WORKIN' IT.

NEW U. SOUTH ENTRANCE

ALL OF YOU, HURRY IN. BEFORE TOO MANY PEOPLE SEE YOU.

GWENDOLYNE! SO GLAD YOU'RE ALL RIGHT.

SPIDER-MAN?

THE BOSS IS BRINGING HIM IN. THEY'LL BE HERE IN A COUPLE MINUTES.

UNTIL THE NEW ***UNDERWORLD*** FACILITY IS READY...

...YOU'LL BE JOINING THE OTHERS IN ***THEIR*** AREA.

PLAY NICE. UNDERSTOOD?

AND BE QUICK ABOUT IT, IT'S TIME FOR YOUR ***MEDS.***

SPEAKING OF WHICH.

OH, MY. THAT WAS A CLOSE CALL, DEAR.

IT'S A RELIEF YOU MADE IT BACK BEFORE...

...WELL, I DON'T EVEN WANT TO THINK ABOUT IT.

I CAN'T BELIEVE ***ANY*** OF YOU FELL FOR THAT IMPOSTER. THAT OTHER "ME".

I CERTAINLY DIDN'T.

WAIT. DO YOU THINK SHE KNOWS ABOUT OUR SECOND LOCATION?

THAT'S A GOOD POINT, GWENDY.

WE'LL HAVE TO KEEP AN EYE OUT FOR HER.

KAINE? ARE YOU THERE? KAINE!

NOT RESPONDING.

MAYBE I CAN LOCK ONTO HIS COMMUNICATOR. I JUST HOPE...

"...THE BIG GUY'S IN THERE SOMEWHERE."

I STILL CAN'T WRAP MY HEAD AROUND THIS.

YOU WERE *ASH*, BEN. DUST. I SCATTERED SOME OF YOUR REMAINS.

THERE'S *NO* COMING BACK FROM THAT.

AND YET HERE I AM, BROTHER.

ASK ME ANYTHING. THINGS ONLY THE *REAL* BEN REILLY WOULD KNOW.

I'M *HIM*. I'M *ME*. AND I WAS, IN MY MIND, RAISED *JUST* LIKE YOU.

I'M DOING SO *MUCH GOOD* HERE, PETER. LET ME *SHOW* YOU.

YOU'VE *SEEN* THE *UNDERWORLD*. LET ME INTRODUCE YOU TO THE *FLIP SIDE*...

...*WELCOME TO HAVEN!* IT'S NOT *JUST* YOUR ENEMIES.

EVERYONE YOU KNOW AND LOVE HAS BEEN GIVEN A SECOND CHANCE *TOO*.

MATTIE? MARLA?

NICK KATZENBERG.

SALLY AVRIL. NED LEEDS...

THIS-- THIS CAN'T BE HAPPENING. WHAT HAVE YOU DONE?

BILLY CONNORS.

I SAW MARTHA BEFORE, BUT...TO ACTUALLY *SEE* HIM HERE...

SSSPIDER-MAN, PLEASSSE. LEAVE ME ALONE WITH MY FAMILY.

THIS IS A HONEY TRAP. IT'S--

IT'S A *BLESSING*.

IT'S EVERYONE WHO DIED ON YOUR WATCH... *RESTORED*.

LISTEN, I'M NOT STUPID. I THINK *JUST* LIKE YOU.

YOU WERE THINKING, "MAYBE I CAN WORK MY WAY INSIDE. UNCOVER HIS EVIL PLOT. SAVE THE DAY."

BUT THERE IS NO SCHEME. THERE'S JUST *THIS*.

THIS WONDERFUL, MAGICAL, *PERFECT* THING. IT'S CALLED *ABSOLUTION*. TELL HIM.

GWENDY? IT'S YOU. THE *YOU*-YOU.

YES. AND I REMEMBER. ALL OF IT.

AS DO I, SON. THE LAST THING I ASKED YOU FOR WAS A PROMISE. TO KEEP HER *SAFE*.

I--I'M SORRY.

AND I *FORGIVE* YOU.

I *WON'T* FORGET WHAT YOU DID TO ME! MY LIFE! WHAT YOU PUT ME THROUGH!

I WANT *NOTHING* TO DO WITH YOU, "OTTO". *EVER AGAIN!*

I CROSSED THE GREAT DIVIDE. THE UNDISCOVERED COUNTRY.

I FOUGHT MY WAY BACK FROM THE DEAD. SO I COULD *BE* WITH YOU. AS *MYSELF!*

I DON'T CARE!

AH! IS ANYONE OUT THERE! *HELP!* I'M--

PUT DOWN YOUR WEB-WARE, WOMAN!

IS--IS IT MY FORM? IS IT UNPLEASING TO YOU?

IF I HAD COME BACK-- IN A BODY LIKE *THAT--*

--WELL NOT *HIM,* BUT ONE OF SPIDER-MAN'S BODIES, LIKE BEFORE?

BESIDES, IT WON'T WORK IN HERE. THE BUILDING'S... SHIELDED.

WAIT. THE CLONES *INSIDE* THE COMPLEX HAVE BROKEN DOWN AT A SLOWER RATE.

WHAT IF IT WAS THE SHIELDING--AN UNINTENDED BENEFIT.

TO KEEP THIS BASE SECRET, THE JACKAL BLOCKED OUT TRANSMISSIONS.

BUT THAT WORKS TWO WAYS. ALL THE BACKGROUND RADIATION OUTSIDE.

ALL KINDS OF FREQUENCIES. VIBRATIONS.

I SEE WHERE YOU'RE GOING. IF WE COULD ISOLATE WHICH ONES CAUSE THE CELLS TO BREAK DOWN--

YOU KNOW I *STILL* FIND YOU REPUGNANT, BUT...

...MY GOD, YOUR MIND IS *AMAZING.*

WHAT YOU'VE BUILT HERE. IT'S-- IT'S--

LIKE SOMETHING OUT OF A DREAM, RIGHT?

FRIEND AND FOE. LIONS AND LAMBS, LINING UP, ALL IN A ROW.

THIS COULD BE THE WHOLE WORLD, BROTHER.

EVERYONE LIVING TOGETHER. IN PEACE. NO FEAR OF DEATH OR DYING.

WITH YOUR COMPANY AND MINE, THE REACH WE COULD HAVE...THIS COULD BE ***EVERYWHERE***.

WARREN. A WORD?

JONAH AND THE MRS. IT JUST HIT ME...

...***THIS*** IS WHY HE'S A NEW U BOOSTER.

WHAT DO YOU WANT, JAMESON?

MY FATHER. I'VE DONE EVERYTHING YOU'VE ASKED. WHEN WILL YOU--?

UPSTAIRS. YOU HAVE MORE BROADCASTS TO MAKE. DO YOUR JOB. THEN WE'LL TALK.

SPIDEY, I WANT YOU TO KNOW. I HEARD OF THE VOW YOU MADE. AFTER MY DEATH.

"FROM THIS DAY ON, NO ONE DIES." I FEEL HONORED.

YOUR... DEATH. IT WAS THE LAST STRAW.

I NEVER SHOULD HAVE MADE THAT VOW.

IT WAS IMPOSSIBLE. SIMPLE-MINDED. CHILDISH. IT WASN'T...

...REALISTIC.

MARLA. I HAVE TO GO DO MY SHOW. I--

IT'S ALL RIGHT DEAR. GO. I'LL BE HERE.

DON'T LOOK AT ME LIKE THAT. I CAN ***FEEL*** YOU JUDGING ME.

JONAH.

I-- I KNOW WHAT I'M DOING.

ME, TOO.

YOU'RE NOT BRINGING HIM BACK, ARE YOU?

JONAH'S FATHER? SURE. EVENTUALLY. ONCE HE'S--

NO. ***UNCLE BEN.***

YOU'RE ***NEVER*** BRINGING HIM BACK.

WHAT? IS THIS SOME KINDA "AUNT MAY CAN'T HAVE TWO HUSBANDS" PROBLEM?

YOU WERE *NEVER* GOING TO BRING HIM BACK.

BECAUSE IF YOU WERE, YOU WOULD'VE DONE IT ALREADY.

I--I HAVE THE TECHNOLOGY.

IT'S NOT THE SCIENCE.

NED LEEDS. NICK KATZENBERG. CAPTAIN STACY. GWEN.

YOU BROUGHT THEM ALL BACK. WITHOUT HESITATION.

YES. FOR *YOU.* TO SHOW YOU THAT--

BUT *NOT* UNCLE BEN.

AND I KNOW WHY. BECAUSE HE'D LOOK AT YOU THE WAY ONLY *BEN PARKER* COULD.

AND HE'D TELL YOU...

...YOU'RE *WRONG.*

YES. YOU HAVE THE MEANS. THE POWER.

BUT NO *RESPONSIBILITY.*

SNAP

ALL OF YOU. KILL HIM.

FINALLY!

AND THEN YOU'LL BRING HIM BACK, YES?

UNDER YOUR CONTROL?

NO. I ALREADY HAVE...*SOMEONE* WHO CAN TAKE HIS PLACE.

SON OF A--

WELL, *THAT* EXPLAINS WHY YOU STOPPED GOING BLONDE.

JUST SO YOU KNOW, *I'M VERY DISAPPOINTED IN YOU!*

WHAT ABOUT *ME?* NEED A HAND?

PROWLER! ADMIT IT. YOU'VE BEEN WITH ME THE WHOLE TIME, HAVEN'T YA?

NOPE. TEAM JACKAL. BUT ANYONE TRIES TO *KILL* SPIDER-MAN?

THEY'RE *CLEARLY* THE *BAD GUYS.*

TOP FLOOR. EXPRESS ELEVATOR. ONE SEC. MY EARS HAVEN'T POPPED.

GENTLEMEN, LADIES, MULTIPLE CLONES. *WHAT* DO YOU HAVE FOR ME?

I AM *READY* TO TAKE THIS TO THE NEXT LEVEL. SO TALK. TELL ME YOU SOLVED OUR PROBLEM!

POSSIBLY. THERE'S BEEN A BREAKTHROUGH. A *NEW* DEVELOPMENT.

SO MUCH DRAMA! YOU SHOULDA SEEN IT!

HE CAME BACK FROM THE DEAD FOR HER. SHE SHOOTS HIM DOWN.

IT'S LIKE THE *WORST* TELENOVELA! LITTLE PERSON. FAT GUY. METAL ARMS. YOU COULD *NOT* WRITE THIS STUFF!

STOP. IN THE CORNER. NO MORE TV FOR YOU.

DR. OCTAVIUS? YOU WERE SAYING?

THE CELLS BREAK DOWN. THEY HARDEN. THEY CRYSTALIZE. AND YOU GET A *CARRION*, YES?

WELL, WE'VE BEEN LOOKING FOR A CHEMICAL OR BIOLOGICAL FIX.

BUT CRYSTALS CAN RESPOND TO *HARMONICS*. OUT THERE IS A FREQUENCY, A VIBRATION, THAT SPEEDS UP THE PROCESS.

WE'VE ISOLATED IT. WE'VE ENHANCED IT. WE COULD BREAK DOWN A CLONE IN MINUTES. SECONDS.

KNOWING THAT, PERHAPS THERE'S AN *INVERSE* FREQUENCY?

BUT IN THE MEANTIME, I'D LIKE TO DEMONSTRATE. MAYBE ON ONE OF YOUR DUPLICATE WARRENS?

OR KAINE? KAINE WOULD WORK.

MMRBBLE!

AAAND THAT'S MY CUE. HANG IN THERE, KAINE. I'VE GOT YOUR--

BACK OFF!

WHAT NOW?

THERE'S NO NEED TO MAKE *ANYONE* YOUR HUMAN GUINEA PIG.

I'VE ALREADY *SOLVED* YOUR LITTLE PROBLEM.

I KNOW HOW TO *STOP* THE CELLULAR DECAY ALL TOGETHER.

HOLD ON. IS SHE SERIOUS?

I THINK SO. YES.

NAHHH. SHE'S BLUFFING.

THIS WOMAN IS A *GENIUS*, WARREN. IF SHE SAYS SHE CAN DO IT...

...I BELIEVE HER.

ALL RIGHT. I'M GAME. TELL YOU WHAT, LITTLE LADY...

...GIVE ME YOUR SOLUTION. IF IT WORKS...

...ALL *THIS* COULD BE YOURS.

ALL WHAT?

THE *PROTO CLONE.* THE ULTIMATE TEMPLATE. WE CAN DOWNLOAD YOUR MIND...

...THAT *GENIUS* OF YOURS, INTO A BODY THAT WOULD SCREEN OUT ANY DEFECTS.

"DEFECTS"?

YES, I AM OFFERING YOU A *NEW* LIFE IN A *PERFECT* BODY. A FULL-GROWN ONE. WHAT DO YOU SAY?

I SAY UP YOURS!

I ALREADY AM PERFECT.

YES, SHE IS. AND I WOULDN'T CHANGE A THING.

HOW DARE YOU MAKE SUCH AN OFFER TO THE WOMAN I LOVE!

WHAT INSOLENCE! THIS EFFRONTERY SHALL NOT STAND!

YOU SHALL PAY FOR THIS--

WARREN?!

SPIDER-SENSE!

THOSE REFLEXES! ALMOST PRETER-NATURAL! COULD IT BE...?

MASTER, HE KNOWS!

NOT ANOTHER WORD!

KLAANG

HMMPH?

SHH! THIS'S OUR BIG CHANCE, PARTNER.

I'M NOT GETTING A BETTER OPENING THAN THIS!

YEAH. REAL SUBTLE!

WAIT! ARE YOU THAT BLONDE SPIDER-GIRL FROM BEFORE?!

YEAH. AND IT'S SPIDER-*WOMAN!*

SERIOUSLY, WHAT IS IT WITH YOU AND CRAWLING AROUND OUR AIR DUCTS?

WHAT CAN I SAY? I'M A TEEN. I LIKE TO *VENT.*

MGMMPH!

I *KNOW.* THAT WAS TERRIBLE.

ZRAKK

SO *YOU'RE* A CLONE TOO, "WARREN"? AND A *SPIDER* CLONE, NO LESS.

I'LL TEACH YOU TO TRY AND RUIN MY ANNA!

IF I AMPLIFY THIS PATTERN... AND PIPE IT THROUGHOUT THE BASE...

OCTAVIUS, NO!

EVERYONE IN *HAVEN!* ALL THE *GOOD WORK* WE'VE BEEN DOING!

YOU CAN'T!

PLAY *ME* FOR A FOOL, EH?

NOW *WATCH, JACKAL!* AS *ALL* YOUR PRECIOUS PLANS...

SKREEE!

SKREEEEEEEEEEEEEEEEEEEEEEE

"...TURN TO *DUST!*"

WHAT IS HAPPENING?!

I'VE SEEN THIS. CELLULAR DEGRADATION!

ALL THE CLONES ARE BREAKING DOWN! THEY'RE TURNING INTO *CARRIONS!*

GRAHH!

EHHK!

RRWAH!

AHH!

BILLY! MARTHA! DON'T DO THISSS! PLEASSSE!

HRRR!

THE DRUGS! THEY CAN FIX IT!

THEY *HAVE* TO!

GIVE 'EM!

GET BACK!

ARRGH!

PROWLER! ARE YOU OKAY?!

SPIDER-MAN... H-HELP US...

OH, GOD.

AHH!

M-MAKE IT STOP!

ALEKSEI...

OKSANA! NOT AGAIN. STAY WITH ME.

DAD?

SKREEEE

HE'S GONE *MAD!* HE'S *LOST IT!*

C'MON! DON'T KNOW HOW LONG MY WEBS WILL HOLD HER.

NOT LONG AT ALL, GIRLIE!

LET'S GET OUTTA HERE!

UGHH! SHE HAS THE RIGHT IDEA! WE MUST LEAVE!

COME! THIS MOMENT... HAS BEEN... PR-PREPARED FOR--

WHAT?! *NO!*

I DON'T WANT ANYTHING TO DO WITH YOU!

DON'T-- *OWW!*

OOOHH...

ANNA-MARIA?!

BUT YOU'RE NO CLONE. HOW--?!

I *KNEW IT!* IT'S HAPPENING AGAIN!

DAMN IT!

IT'S *SPREADING!* ALL OF YOU ARE *CONTAGIOUS!*

LIKE THIS COULDN'T GET ANY WORSE! HUMANS *AND* CLONES!

BEN, LISTEN TO ME! WE HAVE TO CONTAIN THIS! FAST!

WE CAN PULL THIS OFF--IF WE WORK *TOGETHER*. YOU AND ME! JUST LIKE OLD TIMES.

HUMANS... AND CLONES.

RIGHT. WE'RE GONNA SAVE EVERYBODY.

THE WHOLE WORLD'S AT STAKE. AND WE'RE ALL GOOD GUYS, REMEMBER?

YES. THE WHOLE WORLD. OF COURSE.

FIRST I'LL HAVE TO ISOLATE THE SIGNAL FROM HERE.

YEP. GOOD FIRST STEP. AND THEN--

GOT IT. YOU'LL HAVE TO EXCUSE ME FOR A SEC.

WHAT? BEN?!

BE RIGHT BACK. JUST SWITCHING CHANNELS.

GOING LIVE FROM THE REMOTE SET AT THE TRANS-AMERICA.

ON YOU IN THREE, JONAH...

YOU UP FOR THIS, SIR?

I KNOW WHAT I'M DOING.

THIS IS J. JONAH JAMESON, LIVE FROM THE TRANSAMERICA PYRAMID...

...WITH MORE BREAKING NEWS ABOUT NEW U TECHNOLOGIES...

FACT CHANNEL

CORRECTION: THIS IS THE JACKAL EMERGENCY BROADCAST SYSTEM!

WHAT IN SAM HILL?!

AND I'M SORRY TO INFORM YOU, BUT IT'S THE END OF THE WORLD.

BUT DON'T BE AFRAID...

FACT CHANNEL

DEAR LORD! NO! IF YOU CAN STILL HEAR ME, TURN OFF YOUR SETS! NOW!

EEEE

THE CLONE CONSPIRACY #5 "The Fight of Your Life"

SKREEEEEEEEEEEEEEEEEEEEEEE

PEOPLE OF AMERICA, IF YOU CAN HEAR THIS, CALM DOWN.

ARRHH!

YOU'RE NOT DYING.

WELL, TECHNICALLY YOU ARE. BUT TRUST ME...

SKREEEEEEEEEEEEEEEEEEEEEEE

...THAT PAIN YOU'RE FEELING? IT'LL BE WORTH IT.

AKK--

BECAUSE, JUST LIKE ME, YOU'LL COME BACK STRONGER.

SKREEEEEEEEEEEEEEEEEEEEEEE

MY REANIMATES KNOW WHAT I'M TALKING ABOUT, RIGHT?

GNH!

YOU'VE BEEN THROUGH THIS.

I'VE RESURRECTED YOU ONCE. I CAN DO IT AGAIN.

SKREEEEEEEEEEEEEEEEEEEEEEE

AND THE REST OF YOU, ALL YOU FIRST-TIMERS INFECTED BY THEIR TOUCH...

...WELCOME TO THE **PARTY!**

THINK ABOUT IT. WE'LL ALL DIE AND BE REBORN ON THE **SAME** DAY!

HAPPY BIRTHDAY!

SURE, WE'LL ALL HAVE THE SAME HOROSCOPE...

...BUT, HEY, YOU'LL NEVER FORGET YOUR MOM'S BIRTHDAY. AND THAT'S A GOOD THING.

YOU'RE INSANE.

FINE. I DON'T KNOW HOW, BUT I'M GOING TO *STOP* YOU, *FIX* THIS...

...AND FOR *EVERYTHING* YOU'VE DONE HERE, BEN, YOU ARE GOING TO *PAY!*

SPIDEY! THERE'S STILL TIME!

I NEED YOU UP HERE! YOU HAVE TO--

SKIZZZZZ

ANNA?! SHE'S IN THE JACKAL'S LAB, WHERE HE--

OF COURSE! THAT'S *IT!*

THAT SIGNAL! GOTTA GET AWAY FROM IT!

MOVE IT!

THIS WAY!

HEADS UP! WE GOT A STAMPEDE!

PROWLER! DEWOLFF! I NEED YOU GUYS TO CONTAIN THIS!

THEY'RE ALL CONTAGIOUS! IF THEY LEAVE THE BUILDING--

DON'T WORRY. I WAS ON CROWD CONTROL BEFORE YOU SPUN YOUR FIRST WEB!

WE'LL HOLD 'EM HERE! GET MOVING!

YEAH. IF ANYONE'S GOING TO SCIENCE A WAY OUT OF THIS, IT'S YOU.

THANKS! GOOD LUCK!

MARTHA. BILLY.

SHHH. HEADSSS DOWN. SSSTAY WITH ME.

WHAT I NEED NOW...

...IS SOMEONE WHO KNOWS THE WAY TO THAT LAB.

ONE OF JACKAL'S MAIN HENCHMEN, LIKE...

...THE RHINO!

OKSANA...

...MY BELOVED.

YEAH. I'M NOT GOING NEAR THAT.

WE NEED WARREN'S DRUGS. THEY'LL STOP THIS!
WE-- WE WERE ON THE WRONG SIDE OF THIS ONE, GWENDY...
DAD?
GWEN!
LISTEN. I DON'T HAVE MUCH TIME, AND YOU HAVE TO MAKE YOURS COUNT.
PETER'S A GOOD MAN. AND H-HE NEEDS YOUR HELP.
PROMISE YOU'LL KEEP HIM SAFE. WHILE YOU CAN...
I PROMISE.
ALWAYS REMEMBER, I LOVE Y--
I--I AM SO SORRY.
SAVE IT FOR LATER. WHAT DO YOU NEED?
JACKAL'S LAB. CAN YOU GET ME THERE?
YEAH. I KNOW EVERY INCH OF THIS PLACE. C'MON...
...YOU'RE WITH ME!
THOSE GOBLINS WITH YOU, TOO?
NO.
I FIGURED. IT'S NEVER EASY, IS IT?
LOOK WHO YOU'RE TALKING TO.

YAHH!

YOU FREAKING NUTJOB!

WHAT YOU'VE DONE HERE! YOU'VE *KILLED US ALL!*

ERKK!

ZAKK

PEOPLE, I'VE GOT A *LOT* OF THINGS ON MY *TO-DO* LIST RIGHT NOW, AND THIS IS *NOT* HELPFUL.

CAN YOU ALL PLEASE TAKE THIS OUTSIDE...

...OR JUST DIE FASTER? THANKS.

ANNA, I NEVER MEANT TO INFECT YOU.

THE GUILT I'M FEELING IS UNBEARABLE!

THIS IS THE JACKAL'S FAULT!

ONE: SHUT UP.

TWO: BACK OFF.

AND THREE: IF YOU DON'T MIND, I'M TRYING TO *SAVE THE WORLD* HERE.

LOOK AT YOU. DECAYING LIKE THE *REST* OF US. FOR ALL YOUR TALK--

--YOU'RE JUST ANOTHER CLONE!

WRONG. I'M A VERY *SPECIAL* CLONE. ONE THAT'S NEAR AND DEAR TO YOU...

...BROTHER.

BEN?!

KASHAM!

THAT WAS A FUN FAMILY REUNION, KAINE...

...BUT I THINK IT WAS OUR *LAST*.

'CAUSE AFTER *THIS*, I AM *SO* NOT BRINGING YOU BACK.

NO!

ELECTRO, GO AFTER THEM. FINISH THE JOB.

WAIT, BUT YOU'VE ALWAYS TOLD ME NOT TO--

SPECIAL CIRCUMSTANCES.

SHE'S NOT EVEN FROM THIS DIMENSION.

WHATEVER, MAN. YOU MAKE THE RULES.

THAT I DO.

THERE. THINGS ARE *FINALLY* GETTING UNDER CONTROL.

HM. FEELS LIKE I'M FORGETTING SOME--

WAK

FASTER! THOSE GOBLINS-- AND THAT PUMPKIN-HEAD GUY--THEY'RE STILL BEHIND US!

I KNOW. SPIDER-SENSE. REMEMBER?

THOUGHT THAT WENT OFF AROUND ALL OF US REANIMATES.

YEAH. AND I JUST FIGURED OUT WHY.

YOU'RE ALL INFECTIOUS. CONTAGIOUS. *DANGEROUS.*

HEY! IT'S NOT LIKE WE CAN HELP IT IF--

AH!

KAINE!

IT'S *ME!* I MEAN-- *HER?!*

THWIP

I'VE GOT YOU!

SHE'S GOT *SPIDER-POWERS?*

YOU NEVER SAID SHE--

--WAS SOME KINDA SUPER HERO.

NEVER CAME UP.

WOW, I GET IT NOW. GUESS THERE *IS* A BETTER VERSION OF ME OUT THERE.

HEY. LOOK AT ME.

THERE'S ONLY *ONE* GWEN STACY. AND I'D KNOW HER ANYWHERE.

DON'T. WE HAVE NO TIME FOR THIS.

I DON'T CARE. THERE'S SOMETHING I NEED TO TELL YOU.

WAIT! THERE. THAT LANDING.

JACKAL'S LAB IS RIGHT THROUGH THERE.

GREAT. I'VE GOT AN IDEA, BUT I'M GOING TO NEED YOUR HELP.

YEAH. ABOUT THAT...I'VE GOT AN IDEA TOO.

FINE. YOU TELL ME YOURS, MS. STACY, I'LL TELL YOU MINE.

WHY DON'T I *SHOW* YOU INSTEAD?

GWEN!

WHAT'RE YOU DOING?!

TCHOOOM

THOSE GUYS WHO WERE FOLLOWING US...

...THIS WILL KEEP 'EM OFF YOU. BUY YOU SOME TIME.

KRIK

OPEN THE DOOR, GWEN!

PLEASE.
C-CAN FEEL MYSELF GOING. DON'T WANT YOU TO SEE ME LIKE THIS.
GWEN, I--
LISTEN. THERE ARE MORE IMPORTANT THINGS THAN YOU AND ME.
EVERY PERSON ON THIS WHOLE STUPID PLANET IS COUNTING ON YOU, PETER PARKER.
PROMISE ME. DO YOUR JOB. MAKE ME PROUD.
I PROMISE.
HE WENT THROUGH THERE!
OUTTA THE WAY, GIRL!
NO.
YOU'RE ALREADY DYING! IS *THIS* HOW YOU WANT TO SPEND YOUR LAST MOMENTS ON EARTH?
THIS TIME? GOING OUT *FIGHTING*?!
HELPING TO *SAVE* THE *WORLD*?
YOU BET!
FWAK

YOU ALL RIGHT?

YEAH. NICE SAVE WITH THE WEB-NET, KID.

I'D SAY YOU GOT A FUTURE IN THIS... IF EARTH HAD A FUTURE.

GOOD THING I'M NOT FROM THIS EARTH THEN.

THAT'S THE SPIRIT.

OH NO! *LOOK!*

ALL THE REANIMATES-- THE CLONES FROM THIS COMPLEX-- *THEY GOT OUT!*

IF THEY REACH THE REST OF THE CITY--

THEY'LL CONTAMINATE *EVERYBODY!*

WE'VE ALREADY *SEEN* THIS! ON A DOZEN WORLDS!

THIS IS HOW IT ALL ENDS!

BACK IN THERE! *ALL OF YOU!*

HA! SO, HOBIE BROWN... FIGHTING FOR THE OTHER SIDE NOW?

YOU FORGET YOU'RE A CLONE TOO?!

ONLY 'CAUSE *YOU* KILLED ME, LADY!

THIS TIME, I'LL MAKE IT STICK!

SSSTUPID HUMANSSS. FIGHTING. AND FOR WHAT?

MARTHA. BILLY. THISSS WAY. I CAN FIXSS THISSS.

BUT THERE'SSS ONLY ENOUGH FOR USSS.

FIGHTING DOC OCK WITH THE WORLD AT STAKE.

NOT GONNA LIE, OTTO, IT FEELS LIKE OLD TIMES.

SHUT UP!

GOTTA BE HERE SOMEWHERE.

THERE! NOW TO CREATE ITS INVERSE FREQUENCY...

TEK TEK TEK

BEN!

BROTHER! THERE YOU ARE!

TWO OF YOU NOW? IT MATTERS *NOT!*

I'LL TAKE THE *PAIR* OF YOU ON!

KA-LANG

WHATEVER YOU WERE, REILLY--

KRAK

--YOU'RE NOT MY BROTHER!

YOU'RE THE BAD GUY!

JUST ANOTHER LUNATIC IN A MASK!

NO! I'M THE *HERO* HERE. YOU JUST DON'T SEE IT!

PETE, *STOP.* OTTO'S GOT THIS! *I NEED YOU!*

ANNA! YOU'RE INFECTED--

IT'S NOT ABOUT THAT! I DON'T NEED SPIDER-MAN. I NEED PETER PARKER'S BRAIN.

WE ALL DO.

YOU WORKED OUT THE INVERSE FREQUENCY, DIDN'T YOU?

HOW'D YOU--?

I'M SMART. AND SO ARE *YOU.* WHERE IS IT?

I DOWNLOADED IT ONTO MY WEBWARE.

BUT HOW DO WE GET IT OUT TO, WELL-- *EVERYBODY?*

WAY AHEAD OF YOU.

OTTO, CAN YOU KEEP HIM BUSY?!

AFTER WHAT HE'S DONE TO MY ANNA?! TILL MY DYING BREATH!

THIS. RIGHT HERE. TEAMING UP WITH *OTTO OCTAVIUS!*

YOU'RE *PROVING* MY POINT, *PETEY!*

SPIDER-MAN, I AM YOUR WORST ENEMY.

HOW DID YOU KNOW I'D SIDE WITH YOU? THAT I'D SACRIFICE MYSELF?

YOU FORGET? I'VE BEEN INSIDE YOUR HEAD. YOU'RE NOT *ALL* BAD.

ANNA MARIA, FOR ONCE, I CAN SAY THIS WITH MY OWN FACE, MY OWN VOICE--

--KNOW THAT I DON'T MIND DYING. EVEN A SECOND TIME. NOT WHEN IT'S FOR YOU.

PETE, PLEASE. GET ME OUT OF HERE.

OKAY, THIS INVERSE FREQUENCY OF YOURS...

...IT'LL *STABILIZE* ALL OUR CELLS, RIGHT?

"OUR CELLS"?

MY SUIT'S RIPPED--AND I WAS SWINGING AROUND EARLIER. WITH GWEN.

OH, PETE. IF WE SURVIVE THIS, WE'RE ALL GOING TO NEED THERAPY, AREN'T WE?

HE SAID THERE WAS A REMOTE *FACT CHANNEL* ON THE TOP--

SILK! YOU'RE A SIGHT FOR SORE EYES. I'M ASSUMING YOU'RE NOT A CLONE?

ASSUME AWAY!

WE'RE ON THE CLOCK. CAN WE TRANSMIT SOMETHING FROM HERE?

NOT ANYMORE. SHE HAD ALL THE CODES. SHE CAME IN HERE AND SHUT EVERYTHING DOWN.

WELL, THERE GOES *"PLAN A."*

"SHE"? WHO ARE YOU TALKING ABOUT?

MARLA JAMESON.

JONAH'S WIFE.

ARE YOU THERE, DEAR?

WHERE ELSE WOULD I BE?

WE C-CAN STILL FIX THIS. YOU'LL SEE.

HE'LL MAKE NEW VERSIONS OF US.

MATTIE. YOUR FATHER. ME. WE CAN ALL BE TOGETHER AGAIN...

WON'T THAT...BE... NI--

JONAH...

I BEG YOU. DON'T TELL HIM.

DON'T TELL PARKER HE WAS RIGHT.

KEEP AN EYE ON JAMESON. MAKE SURE HE'S SAFE. WE'LL COVER THE REST.

DON'T WORRY. I'LL LOOK AFTER HIM.

YOU SAID, "PLAN A." YOU KNEW JACKAL WOULD'VE SWITCHED OFF THE FACT CHANNEL...

...THAT WE CAN'T GET THE SIGNAL OUT THE SAME WAY HE DID.

YEAH. I NEVER PLANNED ON USING THEIR EQUIPMENT.

REMEMBER, ALL OF THE ***NEW U*** SITES HAVE BEEN SHIELDED FROM THINGS LIKE OUR WEBWARE*...

...BUT IF THEY'VE BEEN BROADCASTING FROM HERE, THIS'S WHERE THAT SHIELDING WILL BE THE WEAKEST.

*SEE ***CLONE CONSPIRACY #1.***

MEET "PLAN B."

RIGHT NOW I'M HACKING INTO THE WEBWARE EMERGENCY SYSTEM.

SAME CODE I BUILT IN FOR AMBER ALERTS AND LOCAL FLOOD WARNINGS.

EXCEPT NOW, I'M SWITCHING IT ON FOR ***EVERY*** PARKER INDUSTRIES DEVICE ON THE ***PLANET.***

EVEN ONES IN THE OFF SETTING.

SEND ME YOUR SIGNAL, ANNA.

BUT THIS COULD BLOW UP WEBWARES ***EVERYWHERE.*** THAT'S OUR COMPANY'S SIGNATURE TECH!

YOU KNOW I'M A SHAREHOLDER?

YOU'RE ALSO TURNING INTO A ***ZOMBIE.*** ALONG WITH A NUMBER OF PEOPLE ACROSS AMERICA.

FAIR POINT.

THANKS.

HERE WE GO. ALL OR NOTHING. SENDING THIS OUT--

--***WORLDWIDE.***

EEEEEEEEEEEEEEEEEERRRZZZ

AHH!

MAKE IT STOP!

CHIEF

WHAT THE HELL IS THIS?!

MY HEAD--

EEEEEEEEEEEEEEEEEERRRZZZ

AKK-- GONNA BE SICK...

OW!

IS THIS TERRORISTS?! OH MY GOD, THIS'S FROM SOME KINDA TERRORISTS!

EEEEEEEEEEEEEEEEEERRRZZZ

EEEEEEEEEEEEEEEEEERRRZZZ

GNNH! KAINE, CHECK IT OUT!

WHATEVER THAT IS--IT DID SOMETHING.

LOOK, THEY'RE ALL FINE NOW. EVERYBODY'S GONNA BE FINE.

NOT *EVERYONE.*

EEEEERRRZZZZ

KSHH

YOU--YOU SHATTERED MY WEBWARE?!

THAT SIGNAL--IT WAS *STOPPING* THE DECAY!

IT WAS *SAVING BOTH OF US!* WHY WOULD YOU--?

YOU PATHETIC CLONE! YOU ALMOST COST MY ANNA HER *LIFE!*

MELT WITH ME!

HOW ARE YOU FEELING?

BETTER. WE *DID* IT!

I THINK WE ACTUALLY PULLED THIS OFF!

MAYBE. QUESTION IS...

...DID WE DO IT IN TIME?

DUST AND EMPTY SUITS. BOTH OF THEM.

WHAT DO YOU THINK? ARE THEY--?

I THINK...

...THERE'S SOMETHING I NEED TO SEE. THIS WAY.

THE ULTIMATE TEMPLATE.

WHAT?

NOTHING. I'M COMING.

YOU DESERVED BETTER THAN THIS, GWEN STACY.

BETTER THAN ME.

PETER...

I'D HOPED FOR ONCE...

WE SHOULD CHECK ON THE OTHERS.

RIGHT.

...AND THAT'S IT. WE'VE LOOKED AROUND AND THERE'S NO WAY OF TELLING--

--HOW MANY CLONES SURVIVED. HOW MANY COMPLETELY BROKE DOWN.

ALL THE SURVIVORS--EVERYONE CLEARED OUT.

PROWLER AND JEAN DIDN'T MAKE IT. I SAW 'EM GO. THEY FOUGHT WELL, THOUGH.

SOME BAD GUYS DISSOLVED. SOME I WEBBED UP. SOME GOT AWAY.

OF COURSE THEY DID. THAT'S THE RULE. VILLAINS GET TO COME BACK.

WHAT ABOUT RHINO?

HE'S KEEPING TO HIMSELF. FOR NOW. LET'S NOT TEMPT FATE.

HEY. YOU AND ANNA, YOU GOT THAT SIGNAL OUT. YOU SAVED ***COUNTLESS*** LIVES. THAT'S A WIN.

DOESN'T FEEL LIKE ONE. KINDA HARD TO FEEL ***ANYTHING*** RIGHT NOW.

UM. I NEED TO TALK TO YOU ALL.

DR. CLARKSON. YOU HAVE A LOT TO ANSWER FOR, RITA. YOU KNOW THAT?

WHAT'D THE JACKAL HAVE OVER YOU? DAUGHTER BROUGHT BACK FROM THE DEAD? A BROTHER? WHAT?

NO ONE. I JUST--I WANTED TO DO SOME GOOD. I HONESTLY BELIEVED WE WERE--

LOOK, I COULD HAVE RUN AWAY. BUT...I NEED...

THEY'RE DEFROSTING DOWNSTAIRS. AND THEY NEED HELP.

HOW MANY SUB-BASEMENTS DO THESE PLACES HAVE?

I'VE LOST COUNT.

CLARKSON, OUT WITH IT. WHO ARE "THEY"?

ALL THE ***NEW U*** PATIENTS. THE ONES WHO ARE STILL ALIVE. OR RATHER...

...STILL DYING.

EVERYONE *NEW U* TREATED, THEY'RE *ALL* HERE?

WITH OUR ADVANCE TECHNIQUES WE COULD *PARTIALLY* CURE SOME OF THEM.

IT HELPED WITH THE CLONING PROCESS.

YOU HELD ON TO THE ORIGINALS.

OH GOD. THEY'RE ALL GOING TO DIE NOW, AREN'T THEY?

NOT ALL OF THEM. SOME OUR PROCEDURES *COULD* RESTORE.

HOBIE! HEY, MAN! YOU'RE STILL WITH US!

HEY, SPIDEY. UM...WHAT'S GOING ON? WHAT'D I MISS?

EVERYTHING. BUT DON'T WORRY, HOBIE, YOU WERE WITH US IN SPIRIT...AND IN BODY. IT'S A LONG STORY.

HE'LL BE FINE. OTHERS WON'T BE SO LUCKY.

JERRY? JERRY SALTERES!

SPIDER-MAN? *OHH.* I FEEL AWFUL...

WHERE AM I? WHERE'S MY WIFE? MY SON?

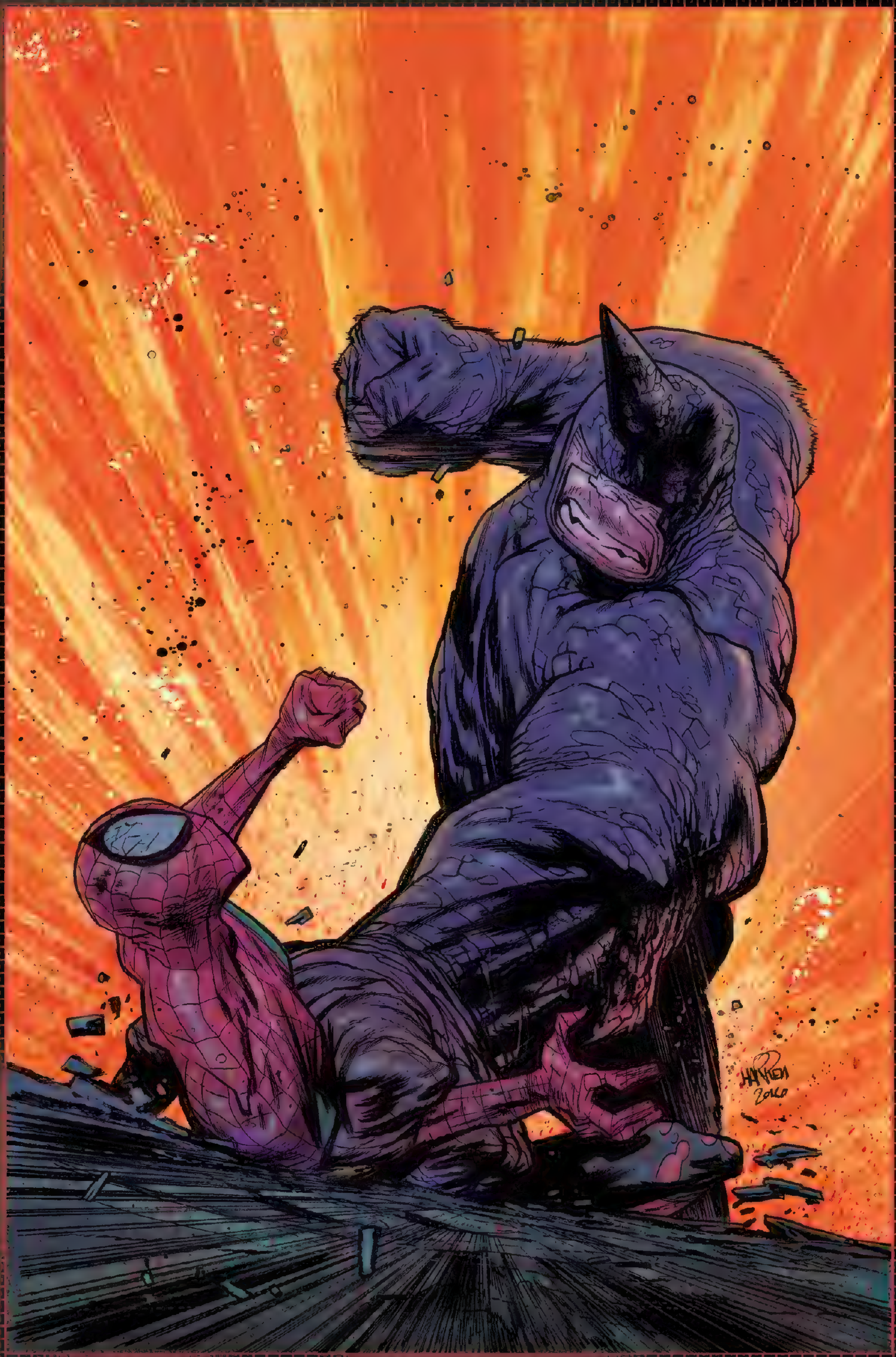
I'LL GET YOU TO THEM, JERRY.

I--I PROMISED I'D BRING YOU HOME. THAT YOU'D BE OKAY, BUT NOW...

...I HAVE TO KEEP AS MUCH OF THAT PROMISE AS I CAN.

I UNDERSTAND. DO WHAT YOU CAN. YOU'RE ONLY HUMAN.

THE END.



THE CLONE CONSPIRACY: OMEGA ✱ *"Collateral Damage"*

OKSANA...

I...HAVE NOTHING LEFT OF YOU NOW...

NOTHING BUT MEMORIES...

...AND KNOWING I FAILED TO SAVE YOU AGAIN.

SPIDER-MAN? DID YOU HEAR ME?

I SAID THEY'RE DEFROSTING, AND THEY NEED HELP.

LADY, AFTER WHAT YOU AND THE JACKAL DID, *A LOT* OF PEOPLE NEED--

PLEASE...

...THEY'RE INNOCENT. THEY DIDN'T KNOW WHAT WE WERE DOING.

...

FINE, DR. CLARKSON. SHOW US.

ALL THE *NEW U* PATIENTS. THE ONES WHO ARE STILL ALIVE. OR RATHER... STILL DYING.

WE DID WHAT WE COULD TO HEAL THEM, BUT SOME PATIENTS WERE TERMINALLY ILL. UNTREATABLE. WE JUST CLONED THEM.

OH, GOD. THEY'RE ALL GOING TO DIE NOW, AREN'T THEY?

"NOT ALL OF THEM. SOME OUR PROCEDURES *COULD* RESTORE.

"OTHERS WON'T BE SO LUCKY."

SPIDER-MAN? OHH. I FEEL AWFUL...WHERE AM I? WHERE'S MY WIFE? MY SON?

I'LL GET YOU TO THEM, JERRY. BUT FIRST WE HAVE TO TELL YOUR FAMILY YOU'RE OKAY. I MEAN... STILL ALIVE.

WEBWARE: CALL EMMA SALTERES.

HELLO? WHAT IS IT? WHO'S--?

EMMA? HONEY?

JERRY! OH, THANK GOD...PARKER PROMISED HE'D BRING YOU BACK TO ME! ARE YOU OKAY?

I'M COLD... AND IT'S HARD TO CATCH MY-- ≠KAFFKAFF≠ ≠KHKK≠

WE'LL HAVE TO CUT THIS SHORT. HE NEEDS IMMEDIATE ATTENTION.

JERRY? SPIDER-MAN, WHAT'S HAPPENING?

THERE'S NO GOOD WAY TO SAY THIS...NEW U LIED. THEY NEVER CURED JERRY. THEY *CLONED* HIM...AND THEIR CLONES WEREN'T STABLE.

YOU MEAN THOSE ZOMBIE THINGS ALL OVER THE TV? THE ONES THAT *DISSOLVED*? MY GOD, IS THAT GOING TO HAPPEN TO JERRY?

NO. THIS IS THE *REAL* JERRY. BUT EMMA, WHAT I'M TRYING TO TELL YOU IS...

...HIS LUNGS AND HEART ARE STILL DAMAGED FROM THE ACCIDENT AT THE PLANT. WE'LL DO ALL WE CAN, AND FLY YOU OUT HERE IMMEDIATELY, BUT...

...HE'S GOT DAYS, AT MOST. I--I'M SO, SO SORRY.

NO. NO!

PARKER PROMISED TO BRING JERRY HOME! HE PROMISED TO **MAKE IT ALL BETTER!**

HOW IS THIS BETTER?

I--

AND THAT-- **THING** THAT TOOK HIS PLACE? MY **SON** PLAYED WITH IT! I SHARED A BED WITH IT! ON TV THEY SAID THEY'RE **CONTAGIOUS!**

WHAT HAVE YOU PEOPLE EXPOSED US TO?

I'M TOLD YOU AND YOUR SON ARE SAFE. YOU'LL BE FINE. I MEAN--

FINE? **JERRY'S GOING TO DIE!** LEO AND I HAVE TO SAY GOODBYE TO HIM **AGAIN?!**

I KNOW. AND THERE'S NOTHING I CAN SAY. I JUST WANTED TO FIX EVERYTHING, BUT I...I MADE IT ALL SO MUCH WORSE...

YOU? YOU'RE JUST AN EMPLOYEE. THIS IS **PARKER'S** FAULT.

TELL YOUR BOSS I'M SUING HIM FOR ALL HE'S GOT. I'M GOING TO MAKE HIM **PAY!**

I UNDERSTAND. BUT THERE'S NO NEED. WHATEVER YOU WANT, I'LL MAKE SURE YOU GET IT.

IT'S...THE LEAST I CAN DO.

PETE... DON'T TAKE IT PERSONALLY. THIS WHOLE FREAK SHOW WE'VE BEEN THROUGH...IT LEFT MARKS ON *ALL* OF US.

I AM SUCH A JERK. ARE *YOU* OKAY?

I'M HONESTLY NOT SURE. ALMOST DYING... *AND* FINALLY COMING FACE-TO-FACE WITH OTTO OCTAVIUS, AFTER OUR HISTORY...

I GUESS I'M STILL PROCESSING IT ALL.

I WANT TO TELL YOU IT'LL BE OKAY, BUT WE'VE SEEN HOW MUCH GOOD THAT DOES. YOU'RE RIGHT--THIS ONE DID A NUMBER ON EVERYBODY.

THAT DOESN'T MAKE IT YOUR FAULT. DON'T DO THAT THING YOU ALWAYS DO AND BLAME YOURSELF, OKAY?

THERE WAS NOTHING YOU COULD'VE DONE. IT'S NOT LIKE WE HAD ANY WAY OF KNOWING.

BUT *HE* DID. DIDN'T YOU, KAINE?

YOU KNEW WHAT WAS GOING TO HAPPEN. AND YOU KEPT IT FROM US. FROM ME.

WELL? *WAS IT WORTH IT?*

THE WORLD'S NOT OVERRUN BY CARRION ZOMBIES. SO, YEAH. IT WAS.

YOU SON OF A--

NOBODY MOVE!

THIS FACILITY IS NOW IN S.H.I.E.L.D. CUSTODY. YOU WILL ALL SUBMIT TO EXAMINATION BY STAFF FROM *HORIZON LABS.*

ONCE THE BIOHAZARD RISK IS ESTABLISHED, THOSE WHO NEED MEDICAL CARE WILL RECEIVE IT. THE MORE YOU COOPERATE, THE SOONER THAT HAPPENS.

MAX? *MAX MODELL?* ARE YOU WITH THESE GUYS?

YES. I CALLED THEM.

I KNOW.

ARE YOU SURE WE CAN TRUST THEM? I MEAN, THE JACKAL HAD PEOPLE IN THE POLICE DEPARTMENT--

"THAT'S BEING ADDRESSED. AND NOW THAT WE KNOW WHAT TO LOOK FOR, THESE AGENTS WERE ALL SCREENED."

WE'VE ARRANGED TO TAKE EVERYONE HERE BACK TO HORIZON FOR TREATMENT. MAKE SURE THEY'RE STABLE, AND NOT INFECTIOUS.

DON'T WORRY. WE KNOW HOW SERIOUS THIS IS... AND HOW MUCH *WORSE* IT COULD'VE BEEN.

WHATEVER YOU DID, THAT WAS A GOOD SAVE, SON. THANKS TO YOU...

"...IT'S UNDER CONTROL NOW."

I HEARD SOME OF 'EM GOT AWAY. IF THEY'RE STILL CONTAGIOUS--

NOT A PROBLEM ANYMORE. BUT WE'RE COMPILING A LIST AND PUTTING OUT APBs. DON'T WORRY, WHEREVER THE STRAGGLERS ARE...

...WE'LL GET 'EM.

CURT, WE'RE TRAPPED!

SSSTAY WITH ME. I KNOW WHAT TO DO.

DAD, I FEEL FUNNY...

DON'T WORRY, BILLY.

DADDY WILL FIX EVERYTHING.

IS THAT THE *RHINO?* I'LL CALL BACKUP--

HE'S BEEN DOCILE. YOU WANT MY ADVICE? LET HIM MOURN.

CINDY? HOW'S JONAH?

HOW DO YOU THINK? HE JUST LOST HIS WIFE *AGAIN.* CAN YOU IMAGINE WHAT THAT'S LIKE?

LOOK AFTER HIM, WILL YOU? I-- I DON'T THINK HE WANTS MUCH TO DO WITH EITHER "ME" RIGHT NOW.

THIS IS OUR DATABASE OF NEW U CLIENTS WORLDWIDE. THOSE WHO HAVEN'T...*UH, DISSOLVED.*

IT'S POSSIBLE THE LIST'S NOT COMPLETE. THESE ARE JUST THE PEOPLE THE JACKAL TOLD ME ABOUT.

I REALLY THOUGHT WE WERE DOING A GOOD THING HERE...

THANK YOU, DR. CLARKSON. YOUR COOPERATION WILL MAKE THINGS EASIER FOR YOU GOING FORWARD.

YOU THOUGHT WRONG.

HEY... JUST WANTED TO MAKE SURE YOU'RE OKAY.

I'LL BE FINE, GW--

I'LL BE FINE.

EXCUSE ME IF *I* DON'T MUCH CARE HOW YOU'RE FEELING, ESPECIALLY ABOUT ME. NO TIME FOR WALLOWING.

THIS ISN'T OVER AS LONG AS THE JACKAL'S OUT THERE. WHERE IS HE?

HE DECAYED. HIS CLONE BODY BROKE DOWN.

YOU SAW IT HAPPEN?

I SAW HIS MASK AND CLOTHES IN A PILE OF DUST IN HIS LAB.

AND YOU *BOUGHT* THAT?

OF COURSE YOU DID. BECAUSE HE'S GOOD OL' ***BEN REILLY.*** AND YOU'D RATHER BELIEVE HE'S DEAD THAN STILL OUT THERE, A DANGEROUS PSYCHO IN THE WIND.

THAT, RIGHT THERE? ***THAT'S*** WHY I DIDN'T TELL YOU.

IT'S OKAY. YOU CAN GO WITH HIM.

OR GO BACK TO YOUR WORLD. THERE'S GOT TO BE PEOPLE WAITING FOR YOU THERE. YOUR FATHER...

YOU CAN JUST GO.

C'MON. DON'T BE LIKE-- JUST HOLD ON, OKAY?

IS THAT HOW YOU'RE GOING TO LEAVE IT WITH PETE?

THAT WAS HIS CALL. HE THINKS THIS ASH IS REILLY, AND I KNOW FOR DAMN SURE IT *ISN'T*.

I'M GOING AFTER HIM. RIGHT NOW.

KAINE, WAIT... EVEN IF YOU'RE RIGHT, WE *STOPPED* IT. THIS WORLD ISN'T GOING TO END UP LIKE THOSE OTHERS WE SAW.

IT'S TIME TO THINK OF YOURSELF. YOU'RE STILL *DYING*.

LET'S GO BACK TO LOOMWORLD. FROM THERE, WE CAN GO TO ANY OF A BILLION DIFFERENT UNIVERSES. THERE'S A CURE FOR YOU SOMEWHERE.

NO. I'M DONE HOPPING DIMENSIONS. BEN REILLY'S STILL ALIVE, STILL DANGEROUS...AND MY JOB'S NOT FINISHED.

IT'S TIME I LOOKED AFTER *MY* WORLD AGAIN. AND YOU SHOULD DO THE SAME FOR YOURS.

YEAH, THAT'S WHAT SPIDER-MAN SAID.

HEY, WHAT'S THE MATTER? WHAT'D HE--

NOTHING. HE JUST...HE ACTED LIKE THAT *OTHER* GWEN WAS THE REAL ONE. OR, AT LEAST, MORE REAL THAN ME.

THEN HE'S AN *IDIOT*.

I'VE SPENT A LOT MORE TIME WITH YOU...AND I KNEW THAT GWEN. OR REMEMBER KNOWING HER, ANYWAY.

TAKE IT FROM ME: SHE'D LOVE YOU. SHE'D THINK YOU'RE A HERO...AND SHE'D BE AS PROUD TO KNOW YOU AS I AM.

TAKE CARE OF YOURSELF, GWEN.

AND THIS IS WHERE THE JACKAL KEPT THE REMAINS OF THE DEAD PEOPLE HE CLONED.

YEAH.

MAN. WHAT A GUT-PUNCH FOR THE FAMILIES. THINKING YOU'RE GETTING YOUR LOVED ONE BACK, AND THEN...

ACTUALLY, GUYS...COULD I HAVE A MINUTE?

WE CAN GIVE YOU FIVE. BUT THAT'S IT. SORRY.

UNCLE BEN. I KNOW IT WOULD'VE BEEN WRONG TO LET HIM CLONE YOU...

...BUT MAN, DO I WISH YOU WERE HERE RIGHT NOW.

BRRRMMM

WHAT--?

I WILL NOT LEAVE OKSANA!

WE'LL BRING THE-- THE REMAINS WITH US! LOOK, WE CAN DO THIS PEACEFULLY!

YOU TRY TO TAKE ME FROM MY WIFE? FROM OUR HOME? NO!

THERE CAN NEVER BE PEACE AGAIN!

CLEAR THE AREA!

I'VE GOT THIS!

YOU HEARD THE MAN!

HRAAA!

BRRNNCHH

GO WITH THEM! LEAVE ME ALONE!

OR DIE!

WHAKAMM

HNNGH!

NOT-- OW--AN OPTION.

YOU COULD BE INFECTED. YOU NEED TO GET TESTED.

I AM NOT LEAVING HERE! YOU'LL HAVE TO KILL ME!

YEAH, NOT DOING THAT, ALEKSEI.

I KNOW HOW YOU FEEL. I LOST PEOPLE TODAY, TOO!

IT'S NOT THE SAME! WITHOUT HER I HAD NOTHING. THEN SHE CAME BACK TO ME.

NOW I HAVE *LESS* THAN NOTHING.

JUST EMPTINESS! *PAIN! RAGE!*

AND IT WON'T *STOP!* WHY CAN'T I MAKE IT *STOP?!*

YOU *DON'T!* BUT IT MEANS WE'RE *ALIVE!*

AND IF *SHE* WERE HERE, SHE'D WANT YOU TO--

BUT SHE'S *NOT!* SHE'S *GONE!*

AND WITH HER, PART OF ME IS GONE TOO. THE BEST PART OF ME!

OKSANA!

ALEKSEI! LISTEN TO ME! YOU'RE *WRONG!*

I'VE LOST PEOPLE TOO! BUT THAT PAIN--THAT HURT--

--THAT MEANS THEY *ARE* STILL THERE!

YOU CARRY THEM *WITH* YOU!

IN *EVERYTHING* YOU DO!

AND WITH THE PERSON *YOU ARE!*

THEY'RE A *PART* OF YOU *FOREVER!*

THAT MEANS YOU *HONOR* THEM, ALEKSEI!

BY BEING THE PERSON *THEY* WOULD *WANT YOU TO BE!*

SCREEECH

WHUFF!

BUT HOW?

HOW DO I GO ON?

SAME WAY YOU ALWAYS HAVE. LIKE A RHINO.

YOU PUT YOUR HEAD DOWN... AND MOVE FORWARD.

JUST KEEP MOVING FORWARD.

AND IF YOU CAN, MAYBE I CAN, TOO.

HORIZON UNIVERSITY.

HORIZ

AT LAST, SOME GOOD NEWS.

NONE OF YOU ARE CONTAGIOUS. AND THE MEDICINE I'VE PRESCRIBED WILL REMOVE ANY TRACE OF THE INFECTION FROM YOUR SYSTEM IN A MATTER OF DAYS.

YOU'RE GOING TO BE FINE.

I DO NOT THINK I WILL BE "FINE."

YEAH, I DOUBT EITHER OF US WILL. NOT FOR A LONG TIME...

BUT, Y'KNOW WHAT WE ARE GOING TO DO?

MOVE FORWARD.

SHE'D LIKE THAT.

I'LL CHECK ON YOU SOON, ALEKSEI. SEE HOW YOU'RE DOING. THAT'S A PROMISE.

GOOD. THEN I CAN SEE HOW YOU ARE DOING, TOO. BYE, SPIDER.

BENEATH SAN FRANCISCO.

YESSS!

JUST AS I PROMISSSED-- I'VE DONE IT!

THE PROCEDURE WAS A COMPLETE SUCCESSS. YOU ARE SSSTABLE.

THE JACKAL, OCTAVIUSSS, SSSPIDER-MAN...I KNEW ALL THEIR SSSCHEMES AND PLANS WOULD LEAD TO DISASTER. BUT I VOWED IT WOULD NEVER AFFECT USSS.

NOTHING WILL INTERFERE WITH OUR HAPPY, PERFECT LIVESSS.

HOME Sweet HOME

HHSSSSS...

THANK YOU, DEAR. YESSS. I LOVE YOU, TOO.

THE END...?

AMAZING SPIDER-MAN #20 ✱ *"Spider-Man's Superior"*

WHEN PETER PARKER WAS BITTEN BY A RADIOACTIVE SPIDER, HE GAINED THE PROPORTIONAL SPEED, STRENGTH, AND AGILITY OF A SPIDER; ADHESIVE FINGERTIPS AND TOES; AND THE UNIQUE PRECOGNITIVE AWARENESS OF DANGER CALLED "SPIDER-SENSE"! AFTER LEARNING THAT WITH GREAT POWER THERE MUST ALSO COME GREAT RESPONSIBILITY, HE BECAME THE CRIME-FIGHTING SUPER HERO CALLED...

The AMAZING SPIDER-MAN

WARNING! THE EVENTS OF THIS STORY TAKE PLACE AFTER ***THE CLONE CONSPIRACY #1***! IF YOU HAVEN'T READ IT, PROCEED AT YOUR OWN RISK!

IN ORDER TO ESCAPE DEATH, SPIDER-MAN'S GREATEST FOE, DOCTOR OCTOPUS, SWITCHED BODIES WITH PETER PARKER. PETER'S MIND ENDED UP BACK IN HIS BODY, SEEMINGLY SILENCING OCTAVIUS FOREVER.

AFTER BREAKING INTO THE HEADQUARTERS OF A MYSTERIOUS NEW PHARMACEUTICAL COMPANY CALLED NEW U, THE AMAZING SPIDER-MAN WAS HORRIFIED TO FIND HIS METAL-LIMBED FOE ALIVE AND WELL.

HOW OTTO SURVIVED REMAINS A MYSTERY...

GREAT! SO DOC OCK'S BACK NOW?! PERFECT!*

I GUESS JACKAL'S JUST CLONING EVERYBODY, IS THAT IT?!

COULDN'T HE CLONE SOMEBODY COOL, LIKE, I DUNNO, PRINCE? NO! LET'S GO FOR TUBBY McPSYCHO HERE!

YOUR TAUNTS RING HOLLOW, SPIDER-MAN. I KNOW YOU WELL ENOUGH TO SEE THAT, IN YOUR HEART, YOU KNOW THE TRUTH.

UNDERNEATH NEW U HEADQUARTERS.
THE JACKAL'S LAB.

*YEP! IT JUST HAPPENED IN CLONE CONSPIRACY #1 OUT NOW! --NICK.

I AM NO MERE CLONE, SIMULACRUM, OR HOLOGRAM.

IT IS I. THE ONE TRUE OTTO OCTAVIUS.

THE MAN WHO CHEATED DEATH ITSELF!

PARKER INDUSTRIES. MANHATTAN. DAYS AGO.

A DIGITAL GHOST. THAT IS ALL I AM ONCE AGAIN. REDUCED TO INHABITING THIS OCTOBOT... INTOLERABLE!

...TRAPPING HIM INSIDE MY DYING FORM, WHILE I GOT TO LIVE ON...

THERE MUST BE AN ANSWER. THINK BACK, OTTO.

I FIRST USED THIS TECHNOLOGY TO SWITCH MINDS WITH SPIDER-MAN...

...AS A TRULY SUPERIOR SPIDER-MAN.

THE PLAN WAS PERFECT, AS ANY PLAN OF MINE WOULD BE.

BUT AFTER TRAVELING FORWARD IN TIME, I LEARNED THE UNTHINKABLE--

--THAT ONE DAY I WOULD FAIL! THAT HE WOULD RECLAIM HIS BODY, FORCING ME OUT.

OF COURSE, HE UNDERESTIMATED ME, AS HE ALWAYS DOES. HE KNEW RETURNING ME TO MY PROPER TIME WOULD ERASE THE MEMORY OF WHAT I'D LEARNED...

...BUT COULD NOT CONCEIVE THAT, IN THE MOMENTS I HAD LEFT...

...I COULD USE MY GENIUS-- AND STOLEN TECHNOLOGY FROM THE FUTURE--TO STORE MY MIND IN THIS DEVICE.

OR THAT I WOULD HAVE YOU TO HELP ME, MY DEAR ANNA MARIA.

OR AT LEAST AN ARTIFICIAL APPROXIMATION OF YOU...

THIS TRUCK, OTTO. I'VE HACKED ITS GPS. IT'S HEADED IN THE DIRECTION WE NEED TO GO.

POTTER'S FIELD

THE IGNOMINY OF IT. THE BODY OF OTTO OCTAVIUS, THE GREATEST GENIUS OF SEVERAL GENERATIONS, BURIED *HERE.*

POTTER'S FIELD CEMETERY

AUTHORIZED PERSONNEL ONLY

STILL, THAT DECREPIT SHELL IS OF NO MORE CONSEQUENCE THAN THIS ONE...SAVE THAT IT CONTAINS THE GENETIC MATERIAL I REQUIRE TO FORGE MYSELF A NEW, HEALTHY BODY.

MY STUDY OF THE SO-CALLED **NEW U** TECHNOLOGY WILL MAKE IT CHILD'S PLAY TO--

WHAT'S THIS?

OTTO OCTAVIUS

SENSORS DETECT NOTHING-- NOTHING BUT THE SPLINTERS OF A CHEAP PINE BOX **LONG REMOVED!**

WHO WOULD **DARE** ROB THE GRAVE OF DOCTOR OCTOPUS?!

I CALCULATE SEVERAL POSSIBLE REASONS. IT COULD BE PERSONAL...BUT THIS CEMETERY **IS** RESERVED FOR NOTORIOUS CRIMINALS, INCLUDING MANY WITH ENHANCED POWERS.

OTTO OCTAVIUS

OF COURSE. LET ME TEST A HYPOTHESIS.

THIS IS THE GRAVE OF **ALISTAIR SMYTHE**, THE SPIDER-SLAYER...I PUT HIM HERE MYSELF. AND IF I'M CORRECT...

YES. A COMPLETE LACK OF THE GASES OR CHEMICALS ONE EXPECTS FROM A DECOMPOSING CORPSE! THERE IS NO BODY HERE, EITHER.

ALISTAIR SMYTHE

AS I SUSPECTED. MULTIPLE GRAVES HAVE BEEN PLUNDERED!

AND MY RESEARCH INTO **NEW U** TECHNOLOGY PROVIDES THE MOST PLAUSIBLE MOTIVE...ONE I AND OUR GRAVE-ROBBER MAY WELL SHARE.

AH. ANNA, CAN WE MAKE USE OF THAT WORKMAN'S PHONE TO ACCESS THE WEB?

OF COURSE, OTTO. YOU CONSTRUCTED MY A.I. WITH TECHNOLOGY FROM 2099. ONCE INSIDE THIS ERA'S PRIMITIVE NETWORK...

...THERE'S VIRTUALLY NOWHERE WE CAN'T GO.

HERE, OUR SCOPE IS ONLY RESTRICTED BY THE LIMITS OF YOUR MIND. WHICH IS TO SAY...

...THERE ARE NO LIMITS.

I WAS RIGHT. THE ONLY FACILITY WITH THE TECHNOLOGY TO MAKE PROPER USE OF THESE BODIES IS **NEW U.**

HIDDEN BEHIND THEIR LAUGHABLE EXCUSES FOR SHELL COMPANIES AND ENCRYPTION, THERE IS EVIDENCE OF BLACK MARKET TRANSACTIONS WITH DEALERS IN RARE BIO-MATTER.

HMM. THEY USE VOICE SCRAMBLERS WHEN SPEAKING. HOW CONVENIENT... FOR **ME.**

THIS IS BURKE.

YES. I WANTED TO INQUIRE ABOUT THE OCTAVIUS SPECIMEN.

WE STILL HAVE IT, BUT WE'RE NOT LOWERING THE PRICE. THERE'S A BUYER IN SYMKARIA WHO'S VERY INTERESTED. STUFFS AND MOUNTS 'EM, I HEAR.

H-HOW DARE-- THAT IS, YOU DON'T DARE SHIP SOMETHING LIKE THAT OVERSEAS. AND AT ANY RATE, WE'VE RECONSIDERED. **NEW U** SHALL MEET YOUR PRICE...

...IF YOU CAN ARRANGE FOR DELIVERY TO OUR LOCATION. TONIGHT.

SOON...

CAREFUL! DON'T DAMAGE IT.

SERENITY FUNERAL HOME

IT'S NOT EXACTLY IN ***MINT CONDITION.*** YOU WANT I SHOULD PULL OFF THESE PIECES'A METAL, CABLE, AND WHATNOT? THEY'RE AFTER ***GENETIC*** MATERIAL, RIGHT?

LEAVE IT, HARE. IT'S UP TO THE CLIENT WHAT TO DO WITH IT ONCE THEY'VE PAID. AND THEY ***ARE*** GOING TO PAY...EXCEEDINGLY WELL.

LET ***THEM*** DEAL WITH ANY OF THE EXTRA BITS.

KLIK

HRM.

*I MUST CONFESS, IT'S... **DISQUIETING.** TO BE THIS CLOSE TO THE MORTAL SHELL WHICH INFLICTED SUCH PAIN AND INDIGNITY UPON ME.*

BUT IT SHALL ALL BE WORTH IT WHEN IT GRANTS ME NEW LIFE... AND THE OPPORTUNITY TO SURPASS MY OLD SELF IN EVERY WAY!

A PRIVATE AIRSTRIP OUTSIDE SAN FRANCISCO.

I DON'T KNOW WHO YOU TALKED TO...

...BUT WE HAVE NO RECORD OF PLACING THIS ORDER. I'M NOT SAYING WE DON'T WANT IT, BUT THE *PRICE*--

YOU PEOPLE ARE *UNBELIEVABLE.* GET US TO FLY ACROSS THE DAMN COUNTRY JUST TO PULL THE OLD BAIT-AND-SWITCH?

YOU'D BETTER RECONSIDER YOUR POSITION, ***WARREN,*** AND FAST. OR YOU COULD END UP TRIPLETS... TWINS, EVEN.

HEH. GOOD LUCK WITH THAT. THERE'S A LOT MORE LIKE US BACK HOME.

LISTEN, WE'VE HAD A ***MUTUALLY BENEFICIAL*** RELATIONSHIP. LET'S NOT DAMAGE IT IF WE DON'T HAVE TO. I'LL MAKE A CALL AND SEE IF WE CAN WORK SOMETHING OUT.

MILES WARREN. OF COURSE...THAT ONE-TRICK PONY. I SHOULD HAVE GUESSED THE MOMENT **CLONING** *WAS INVOLVED.*

PREPARE TO BREACH THE COFFIN, ANNA. SHOULD THERE BE VIOLENCE, WE MAY NEED TO INTERCEDE...

IT'S DONE. WE'LL MEET YOUR PRICE.

SEE? WHEN WE ACT LIKE CIVILIZED PEOPLE, PROBLEMS CAN BE SOLVED.

BUT IF YOU TRY TO PULL A SCAM LIKE THIS AGAIN...

I WAS JUST ABOUT TO SAY THE SAME TO YOU. BUT...

...IT ALL WORKED OUT IN THE END, RIGHT?

GOT IT, MR. FISK. THEY'RE GETTING MORE BODIES FROM THE SAME TWO GUYS. UPLOADING IMAGES NOW.

GOOD WORK. NOW GET OUT OF THERE. AND MAKE SURE YOU'RE NOT SEEN.

OTTO, MY SENSORS DETECT A THIRD PARTY RECORDING THE TRANSACTION.

A POTENTIAL COMPLICATION...BUT HARDLY A PRESSING ONE. THERE'S NO WAY PRESENT-DAY TECHNOLOGY COULD HAVE DETECTED US IN HERE.

"AND WE MUST MAKE OURSELVES READY FOR THE GRAND UNVEILING."

MY, OH MY. WILL YOU LOOK AT THAT.

YOU REALLY LET YOURSELF GO, DIDN'T YOU, OTTO?

WELL, I'LL FIX THAT. MARTHA, MARLA, LET'S EXTRACT THE USUAL CROSS SECTION OF SAMPLES.

THE DONOR BODY SUFFERED FROM A DEBILITATING ILLNESS, DR. CONNORS. PLEASE MAKE SURE IT, AND ANY OTHER ABNORMALITIES, ARE ***WEEDED OUT.***

WE WANT ALL THE BUGS OUT OF DOCTOR OCTOPUS 2.0.

I STILL DON'T UNDERSTAND HOW THEY EMERGE WITH FULLY DEVELOPED PERSONALITIES. THERE AREN'T ANY BRAIN PATTERN RECORDINGS, OR--

OF COURSE, YOU'RE THE NEWEST MEMBER OF OUR LITTLE GROUP. WELL, DR. JAMESON, THANK YOU FOR THE OPPORTUNITY TO ***SHOW OFF.***

YES, PLEASE DO, YOU CRETIN...

THIS WAS MY ***BREAKTHROUGH.*** PSYCHICS ALREADY KNOW THAT A MURDER WEAPON OR CHERISHED PERSONAL OBJECT RETAINS A PSYCHIC IMPRINT OF THE PERSON WHO DIED.

AND WHAT'S MORE PERSONAL THAN THE BODY ITSELF? I'VE FOUND A WAY TO RESTORE, FROM GENETIC MATERIAL, THE DECEASED'S PERSONA AND MEMORIES, RIGHT UP TO THE MOMENT OF DEATH!

BUT...THOSE ARE NOT ***MY*** BRAIN PATTERNS! THERE CAN BE NO MISTAKE. I'VE STUDIED THEM THOROUGHLY. WHAT COULD--

NO. NO, IT CAN'T BE... AND YET...

WHEN MY OLD BODY DIED, IT WASN'T ***MY*** CONSCIOUSNESS INHABITING IT.

IT WAS ***PARKER'S.***

COME, ANNA! WE CAN BROOK NO DELAY!

AGREED... BUT NOW WE'RE BOUND TO BE--

--NOTICED!

SSSSS!

SKAM

ALL POWER TO LEGS! IT'S IMPERATIVE WE REACH--

--THE VAT!

STOP, YOU IDIOTS! THAT EQUIPMENT'S HARDER TO REPLACE THAN *YOU.*

HOW CAN I HELP, OTTO?

AND SINCE I CAN ALWAYS MAKE ANOTHER CLONE, I WOULDN'T MIND SEEING WHAT OUR LITTLE UNINVITED GUEST WANTS.

YOU CAN'T, DEAR ANNA. I'D THOUGHT MY TASK WAS SIMPLY TO ADD MY RECENT MEMORIES TO THIS BODY.

BUT NOW I--AND I ALONE--MUST BATTLE FOR MY VERY EXISTENCE...

"...AGAINST THE MIND OF PETER PARKER!"

...YOU'RE SPIDER-MAN NOW.

W-WAIT...

...DOESN'T HURT ANYMORE. AND I'M-- CHANGING?

I'M BACK TO *MYSELF!* NOT TRAPPED IN OCK'S BODY ANYMORE!

AM I DEAD? OR...OR AM I GETTING A *SECOND CHANCE?*

NEITHER.

THIS WAS THE MOMENT YOU DIED, TRAPPED IN MY FAILING FORM.

BUT THAT IS NOT WHAT IS GOING TO HAPPEN HERE.

FOR WE ARE NOW IN MY NEW, FRESH BODY. HEALTHY AND *RESTORED.*

THE LAST TIME WE MET LIKE THIS, A FRAGMENT OF YOUR CONSCIOUSNESS MANAGED TO SURVIVE... THAT WILL *NOT* BE THE CASE TODAY.

THIS IS *MY* SECOND CHANCE. *MY* NEW LIFE.

AND THERE IS NO PLACE IN IT FOR THE *LIKES OF YOU!*

NOT REALLY SURE WHAT ALL THAT JIBBER-JABBER MEANT, BUT I KNOW I'M STRONG ENOUGH TO FIGHT NOW...

...SO A FIGHT'S WHAT YOU'RE GONNA GET!

...IT'S CHANGING!

WELL, *THIS* IS NEW.

JACKAL, LOOK! THE READOUT OF THE BRAIN PATTERNS...

GET THE POPCORN. THIS'S GONNA BE GOOD.

I'M SERIOUS. GET ME *POPCORN.*

GIVE UP, YOU DOLT! YOU'RE NOT THE *REAL* PETER PARKER! HE'S OFF WASTING HIS POTENTIAL, AS HE ALWAYS HAS!

YOU'RE A COPY--A FAKE-- A CHEAP *IMITATION!*

SAYS YOU.

ALL I KNOW IS, I'M *SPIDER-MAN.* AND NO MATTER WHAT THE ODDS, I'M THE GUY...

...WHO NEVER GIVES UP!

RRNGHHH

EEAAGGHHH!

SO VIOLENT. DISGUSTING.

WE'RE RECORDING THIS, RIGHT?

POP

OKAY. MAYBE IF I WEB YOU UP, IMMOBILIZE YOU, THAT'LL MAKE YOU THE "SUBORDINATE PERSONALITY."

THEN I COULD GET CONTROL HERE AND FIGURE OUT WHAT TO DO NEXT.

N-NO...

NO.

THIS IS MY BODY! MY EXISTENCE! AND HERE...

KRRNCH

I AM IN CONTROL!

AND *YOU* ARE *DISMISSED.*

NICELY DONE, OTTO. NOT REALLY SURE WHAT YOU WERE FIGHTING AGAINST, BUT MY SENSORS CONFIRM YOU KILLED THE *HECK* OUT OF IT.

SILENCE, DOLT. AS IF I'D TRUST THE LIKES OF *YOU.*

IT'S **TRUE.** YOUR BODY IS YOURS AGAIN. AND IF I MAY SAY...VITAL AND IN YOUR PRIME.

NOT THAT THAT MATTERS.

IT'S GOOD TO SEE YOU ALIVE, OTTO.

DEAR ANNA. IT WAS THOUGHTS OF YOU THAT *SUSTAINED* ME. THAT SPURRED ME TO VICTORY. AND YET NOW...

YES. ALL THE POWER'S DRAINED...I'M FADING, TOO. BUT I EXISTED ONLY TO GET YOU TO THIS POINT.

THE *REAL* ANNA'S OUT THERE. WIN HER BACK, OTTO. IF SHE'S ANYTHING LIKE ME... I KNOW YOU'LL FIND A WAY...

OKAY, THAT WAS...WEIRD. BUT NO JUDGMENTS HERE.

I *FEEL* LIKE THE TRUE OTTO OCTAVIUS...BUT WOULDN'T A *CLONE* FEEL THE SAME? THERE'S NO REAL WAY TO KNOW, IS THERE?

ACTUALLY... THERE MIGHT.

A LITTLE SOMETHING ONE OF MY PEOPLE, THE *PROWLER*, SNATCHED OUT OF AN EXTREMELY SECURE FACILITY.

THIS SHOULD SETTLE ANY QUESTION AS TO WHETHER YOU'RE THE REAL OTTO OCTAVIUS.

TUNED TO YOUR MIND, AM I RIGHT? THEY'D LOBOTOMIZE ANYONE ELSE.

WELL, OTTO? WHAT ARE YOU WAITING FOR?

I AM WAITING, WARREN...

...BECAUSE I DO NOT GO TO MY ARMS. *THEY* COME TO *ME*.

AND NEVER CALL ME "OTTO" AGAIN.

I HAVE A TITLE. I *EARNED* IT.

CALL ME "DOCTOR"...

...DOCTOR OCTOPUS!

WOW. I FEEL LIKE LIGHTNING SHOULD BE CRACKLING OVERHEAD. GOTTA HAND IT TO YOU, DOC, YOU MAKE THE CLASSIC STUFF WORK.

OH, BEFORE I FORGET...I HAVE ONE MORE "GIFT" FOR YOU.

HERE. YOU HAVE TO TAKE ONE OF THESE PILLS EVERY DAY... OR YOUR BODY WILL BREAK DOWN, AND YOU'LL DIE.

A LITTLE INSURANCE POLICY I PUT IN ALL MY ***CLIENTS***...SO THEY DON'T FORGET WHO'S IN CHARGE.

HA! PLEASE, WARREN. DO YOU THINK YOU'RE DEALING WITH ANOTHER DILETTANTE, LIKE CONNORS? I AM OTTO OCTAVIUS.

I'VE STUDIED YOUR TECHNOLOGY IN DETAIL. THE CELLULAR BREAKDOWN ISN'T INTENTIONAL. IT'S A ***FLAW*** IN YOUR PROCESS. ONE YOU ***CAN'T*** CORRECT...

...***ALONE***. BUT WITH ***MY*** GENIUS, IT CAN BE SOLVED.

I DON'T NEED YOU. YOU NEED ***ME***. OR, IF YOU FIND IT MORE PALATABLE, LET US SAY WE NEED ***EACH OTHER***.

ALL RIGHT, DR. OCTAVIUS. WELCOME ABOARD... AND WELCOME BACK.

NOW.

YES, INSECT. I HAVE RETURNED. BUT NOT AS I WAS BEFORE.

WISER. BETTER. NOW, MORE THAN EVER, I KNOW *WHO* AND *WHAT* I AM.

I AM OTTO OCTAVIUS...

...AND, IN EVERY WAY, *I AM YOUR SUPERIOR!*

AMAZING SPIDER-MAN #21 ✱ *"Live Another Day"*

"THIS IS THE MAN CALLED *KAINE.*

"BORN A *CLONE,* AN IMPERFECT COPY OF THE SPIDER-MAN OF HIS WORLD...

"...BUT FATE HAD A GREATER PATH FOR HIM THAN ANY OTHER SPIDER-BEING.

"I KNOW THIS, FOR I AM THE *MASTER WEAVER,* ABLE TO SEE THROUGH THE WEB OF LIFE AND DESTINY...

"...AND I KNOW IT WAS KAINE WHO THE UNIVERSE ITSELF CHOSE...

"...TO BE THE LIVING VESSEL OF *THE OTHER,* THE GREAT SPIDER-TOTEM...

"...THE TRUE SOURCE OF EVERY SPIDER'S POWER!

"IN THE GREAT WAR BETWEEN THE SPIDERS AND THE INHERITORS...

"...IMMORTAL HUNTERS WHO WERE OUT TO HUNT ALL SPIDERS TO EXTINCTION...

"...IT WAS KAINE WHO STOOD ALONE AGAINST THEM.

"KAINE WHO SLEW SOLUS, PATRIARCH AND LEADER OF THE INHERITORS.

"AND KAINE WHO PAID FOR THAT...

"...WITH HIS *LIFE!*

"HE DIED WEARING THE SHAPE OF A MONSTER, BUT LEAVING NO DOUBT THAT INSIDE HIM BEAT THE HEART OF A *MAN.*

"THAT WAS THE END OF KAINE'S STORY.

RSSL SKRITCH

SPLICH

"THIS, HOWEVER, IS THE START OF AN ALL-NEW CHAPTER."

I'M...

...ALIVE?

YES, KAINE PARKER. THOUGH THE OTHER IS DEAD, IT SEEMS YOU REMAIN.

WHO-- I'LL KILL--

STAND DOWN, WARRIOR.

I AM KARN, NOW THE ***MASTER WEAVER***, BOTH PROTECTOR AND PRISONER OF THE ***WEB OF LIFE AND DESTINY.***

I KNOW WHAT YOU DID, WHAT YOU ACCOMPLISHED. AND YOUR FRIENDS WON THE WAR, SAVING ALL OF REALITY.

FROM THE SUBSTANCE OF THE WEB, I WEAVE YOU NEW CLOTHING... AND I WILL SEND YOU WHEREVER YOU WISH TO GO.

TO YOUR HOME REALITY... OR WORLDS OF PEACE AND PROSPERITY, WHERE YOU NEED NEVER FIGHT AGAIN. PLACES WHERE YOU CAN FIND ACCEPTANCE AND--

OH.

OH, MY FRIEND, I... I AM SO SORRY.

FOR WHAT? WHAT IS THIS?

I'VE SEEN IT BEFORE, LOOKING THROUGH THE WEB...YOU'RE A CLONE, AND YOUR BODY IS FAILING.

BREAKING DOWN. CELLULAR DEGRADATION. I'VE SEEN IT BEFORE, TOO.

THE OTHER MUST HAVE KEPT ME HEALTHY, AND IT'S GONE NOW. I HAVE TO FIND ANOTHER WAY. JUST SEND ME HOME.

I FEAR IT IS NOT THAT SIMPLE.

KAINE... YOU CAN NEVER GO HOME AGAIN.

WHAT?!

TO HELL WITH THAT. MY FRIENDS, THE ***NEW WARRIORS,*** WERE HURT FIGHTING THE INHERITORS. ARACELY-- ***HUMMINGBIRD*** WASN'T MOVING--

I UNDERSTAND. AND IN THIS, AT LEAST, I CAN HELP.

AS THE WEB SHOWS, YOUR ALLIES ARE RECOVERING WELL.

THAT'S A RELIEF. BUT I STILL HAVE OBLIGATIONS. ARACELY IS MY ***RESPONSIBILITY--***

LISTEN TO ME, KAINE. IN MY SHORT TIME AS WEAVER, I HAVE SEEN A NUMBER OF WORLDS SUFFER A DREADED FATE. LET ME SHOW YOU ONE.

OH MY GOD. THOSE THINGS ARE ***CARRIONS.***

YES. WHAT THE CLONES CREATED BY YOUR ORIGINATOR, ***MILES WARREN,*** BECOME AS THEY DECAY.

AND ON THESE WORLDS, LIKE ANY INFECTION, THEY ARE COMPELLED TO ***SPREAD.***

I--I'M CONTAGIOUS?

I CANNOT BE CERTAIN...BUT THE RISK IS TOO GREAT TO TAKE CHANCES. WE MAY SEEK A CURE HERE ON ***LOOM-WORLD--***

NO. IF THE BEST MINDS ON THOSE WORLDS HAVEN'T FOUND A CURE, ***WE*** WON'T. WHAT ***WE*** HAVE THAT THEY DON'T IS ***THE WEB.*** AND ***ME.***

I'M ***ALREADY*** INFECTED. I CAN GO TO ***ALL*** THOSE WORLDS. LOOK FOR A PATIENT ZERO.

IF WE LEARN HOW THIS ***CARRION VIRUS*** STARTED, THEN MAYBE WE'LL KNOW HOW TO ***STOP IT!***

ONE WEEK LATER.
AN ALTERNATE NEW YORK.

KAINE TO KARN. I GOT A FEW TISSUE SAMPLES FROM THESE CARRIONS...

...BUT THIS WORLD'S TOO OVERRUN. NO WAY TO PINPOINT WHERE IT ALL BEGAN.

BRING ME BACK.

TWO WEEKS LATER.
AN ALTERNATE SHANGHAI.

THIS IS *INFURIATING!*

IT SEEMS LIKE THE OUTBREAK STARTS IN DIFFERENT PLACES ON EACH WORLD.

THERE'S GOT TO BE A COMMON THREAD...

LOOMWORLD.

I'D SEEN AND HEARD OF OTHER CARRIONS. THEY WERE KILLERS... BUT THEY WEREN'T *INFECTIOUS.*

WERE THEY JUST DESTROYED BEFORE THEY MUTATED INTO THIS FORM? OR DID SOMETHING *MAKE* THESE CARRIONS ABLE TO SPREAD THEIR CONDITION?

I HAVE ALLIES HERE ON LOOM-WORLD, WARRIORS FROM ACROSS THE GREAT WEB. PERHAPS WE SHOULD ENLIST THEIR AID?

"SEVERAL HAVE AN APTITUDE FOR SCIENCE AND TECHNOLOGY. WE COULD CONSULT *PAVITR PRABHAKAR--*"

GWEN STACY. SPIDER-WOMAN OF EARTH-65.

PAVITR PRABHAKAR. SPIDER-MAN OF EARTH-50101.

NO. *YOU'RE* IMMORTAL, AND *I* CAN'T GET A DISEASE I ALREADY HAVE. BUT *I* WON'T RISK EXPOSING ANYONE ELSE.

"THIS PLACE IS HUGE; I'LL KEEP OUT OF SIGHT. TAKE JUST ENOUGH FROM THEIR SUPPLIES TO SURVIVE. TRUST ME...

"...IT'S BEST IF THEY NEVER KNOW I'M HERE."

NICE TRY...

...BUT I LEARNED SHADOW-SKULKING FROM A GUY NICK-NAMED "*SPIDER-MAN NOIR.*" YOU'RE BUSTED!

NO!

UGH!

GET AWAY FROM ME!

WAIT, I KNOW YOU... KAINE, RIGHT?

I MEAN, I MET A ***VERSION*** OF YOU. WHAT WORLD ARE YOU FROM? AND WHAT ARE YOU TRYING TO PULL, BREAKING IN--

I'M THE SAME KAINE YOU KNEW. AND I DIDN'T BREAK IN...I *LIVE* HERE. BUT YOU CAN'T GET NEAR ME...

...UNLESS YOU WANT TO END UP LIKE *THIS.*

A SHORT TIME LATER.

...SO THAT'S WHY YOU CAN'T TELL ANYONE, GWEN. AND WHY YOU HAVE TO STAY AWAY FROM ME.

YEAH... HOW ABOUT *NO.*

LOOK, YOU'VE FIGURED OUT THIS DISEASE ISN'T AIRBORNE. IT NEEDS DIRECT CONTACT TO PASS ITSELF ON, RIGHT? AND WE'VE BOTH GOT FULL-BODY COSTUMES.

I WON'T TELL THE OTHERS, IF YOU DON'T WANT ME TO. BUT YOU CAN'T EXPECT ME TO KNOW THIS IS HAPPENING AND NOT TRY TO FIX IT. NONE OF US ARE MADE THAT WAY.

AND FACE IT, TIGER... YOU NEED HELP.

...

I *COULD* USE BACKUP IN THE FIELD. IF YOU'RE SURE...

ABSOLUTELY. ANY LUCK FINDING WHAT KICKS OFF THIS PLAGUE?

THE EPICENTER'S DIFFERENT ON EACH WORLD. BUT ONE THING THEY ALL HAVE IN COMMON...

...IS *PARKER INDUSTRIES.* *PETER'S* COMPANY. IT ALWAYS STARTS IN A CITY WITH A MAJOR P.I. RESEARCH CENTER.

AND I ALWAYS FIND THIS LOGO ON CLOTHING WORN BY THE CARRIONS IN THE MOST ADVANCED STAGES OF DECAY.

HARD AS IT IS TO BELIEVE, I THINK PARKER INDUSTRIES CAUSES THIS. NOW WE NEED TO FIND OUT *HOW.*

AN ALTERNATE SAN FRANCISCO. PARKER INDUSTRIES.

IT'S NO USE. NOTHING CAN REVERSE THE NECROSIS.

I THINK IT'S TIME FOR A NEW APPROACH. FIND A WAY TO *ACCELERATE* THE CARRIONS' DECAY...DESTROY THEM ALL.

SO, ON YOUR WORLD, THIS ***MILES WARREN*** GUY IS ONE OF MY COLLEGE PROFESSORS?

AND A CRIMINAL CALLED ***THE JACKAL...*** WHOSE MAIN GOAL IN LIFE SEEMS TO BE CLONING YOU AND PETER PARKER. HE'S...KIND OF IN LOVE WITH YOU.

EWW... REMIND ME ***NOT*** TO TAKE HIS CLASS. BUT IF WARREN DID THAT, WHY WOULD HE BE AT PARKER INDUSTRIES? I CAN'T IMAGINE PETE WOULD--

FORGET IT, WARREN. WE CAN STILL FIND A WAY TO BEAT THIS.

IS THAT--?

THIS IS MY COMPANY, MY EQUIPMENT. AND I SAY WE'RE *NOT* WRITING OFF ALL THOSE INNOCENT PEOPLE.

WE'VE GOT PLENTY OF DATA. IF WE KEEP TRYING, I KNOW WE CAN CURE THEM...*AND* SAVE ANYONE WHO'S STILL NORMAL FROM CARRION-ING OUT.

DO YOU THINK THAT'S A CLONE OF PETER, OR--?

HE ACTS LIKE THE REAL THING. AND LIKE *HE'S* IN CHARGE.

LOOK, MIDDLE-AGED CREEPER OR NOT, WARREN'S THE EXPERT ON THIS...AND IF PETE'S RUNNING THE SHOW, MAYBE WE SHOULD TALK TO--

EZZAATTT

THE GENERATORS! THE CARRIONS MUST'VE BREACHED THEM!

WE'RE LOSING POWER! BUT THAT MEANS THE STASIS TUBES--

KSSHH

--WILL *SHUT DOWN!*

HSSSSS

AAAGH--

NO!

IT'S TOO LATE FOR THEM. BUT--

THWIP

--MAYBE THEIR WORK--

--CAN STILL SAVE *OTHER* WORLDS. COME ON, LET'S GET OUT OF HERE.

KAINE TO KARN. WE NEED A PORTAL, FAST--

SSSS...

ONE OF USSSS...

OH MY GOD.

THAT'S *ME.*

NOT YET. IF YOU DON'T WANT TO BE HIM, *FIGHT* HIM--

UFF!

NO! STAY BACK! HE *IS* CONTAGIOUS...

IF YOUR SUIT RIPS, YOU'RE *DEAD!*

NOW BACK OFF! THIS IS *MY* MESS TO CLEAN UP.

HSSS!

I'LL KEEP MY DISTANCE, BUT I'M NOT SITTING THIS OUT.

FINE. WRAP HIM IN WEBBING. IF WE CAN BRING HIM BACK TO LOOMWORLD, STUDY HIM--

THWIP

THWIP

WHOA! KAINE, CAN YOU DO THAT BURNING-HAND THING?

BEEN A WHILE SINCE I'VE TRIED. AND WHAT GOOD WOULD IT DO AGAINST *THAT?*

KRAANG

BKRANG

UNGH!

HRRAAAGGHH!

H-HE'S IN A FRENZY! I CAN'T HOLD HIM! GWEN, GET OUT OF HERE!

GRAB THE BINDER AND GET BACK TO LOOMWORLD!

NOT GONNA HAPPEN. AS LONG AS YOU'RE ALIVE, I'M NOT GIVING UP ON--

HGKKKKK--

WOW. WHAT'D YOU DO?

NOTHING. THIS IS THE MOST ADVANCED CARRION-STATE I'VE EVER SEEN. HIS BODY MUST'VE DECAYED PAST THE POINT WHERE IT COULD FUNCTION.

THAT'S WHAT'LL HAPPEN TO ME--AND EVERYONE ELSE INFECTED-- IF WE CAN'T STOP THIS.

KARN, WE'RE DONE HERE. GIVE US A PORTAL...

...BIG ENOUGH FOR *THREE.*

LOOMWORLD.

I'VE SEEN SOME PRETTY GNARLY STUFF... BUT HOW CAN YOU DO *THAT*? HE'S *YOU!*

BY PROMISING MYSELF I'LL NEVER GET TO THIS POINT. ONE WAY OR ANOTHER.

BUT IT'S BEEN WORTH IT.

I'VE RUN TEST AFTER TEST, ON SAMPLES FROM DOZENS OF WORLDS. IT'S DEFINITIVE.

THERE'S SOMETHING IN *THIS* KAINE'S DNA--AND THE OTHER CARRION SAMPLES--THAT'S NOT IN MINE. I DON'T MEAN A MUTATION... BUT SOMETHING *ADDED.*

WAIT. ARE YOU SAYING--

NOW I *KNOW.* I'M *NOT* CONTAGIOUS.

OH, THAT IS *SO* AWESOME!

UH, SORRY. I DIDN'T MEAN TO CELEBRATE WHEN THINGS ARE STILL SO SERIOUS.

NO, IT'S OKAY. TO KNOW I CAN FINALLY GO HOME AND SAY GOODBYE WHEN THE TIME COMES...

HEY. IT'S NOT *GOING* TO COME. NOW WE KNOW WHERE THIS EPIDEMIC STARTS. SOON AS WE FIGURE OUT THE "HOW," WE'LL FIX IT... *AND* YOU.

GWEN, I--

THANKS. THAT'S ALL. THANKS. FOR EVERYTHING.

LOOMWORLD. WEEKS AGO.

WE'VE CHECKED WORLD AFTER WORLD. THE LOCATIONS AND CIRCUMSTANCES CHANGE, BUT A FEW BASIC FACTS STAY THE SAME.

ONE: THE OUTBREAKS START WHEN PETER PARKER TEAMS PARKER INDUSTRIES WITH *NEW U TECHNOLOGIES,* TO CLONE NEW ORGANS FOR THE SICK.

TWO: THERE'S *NO CURE.*

I FEAR I HAVE STILL GRIMMER NEWS. ARMED WITH THE KNOWLEDGE OF WHAT TO LOOK FOR, I HAVE SEEN THROUGH THE WEB THAT THE CYCLE HAS BEGUN ANEW...

...ON *KAINE'S* WORLD.

IF IT'S JUST STARTING, WE CAN STILL *STOP* IT.

AND WE *WILL.* IF YOU WANT TO CHECK YOUR WORLD FIRST, MAKE SURE *IT'S* SAFE--

NOT A PROBLEM. THIS CAN'T HAPPEN ON MY EARTH. MY PETER PARKER'S *DEAD.*

HOLD UP... I DIDN'T JUST GIVE YOU THE IDEA TO KILL *YOUR* PETER, DID I?

I WAS THINKING MORE OF A *STERN TALKING-TO...*

C'MON. WE'VE GOT TO PACK FOR A LONG HAUL.

KARN, WHEN WE'RE READY, WE'LL BE NEEDING A PORTAL HOME.

OH...AND WE NEED YOU TO MAKE SOME MORE CLOTHES.

SAN FRANCISCO. HEADQUARTERS OF NEW U TECHNOLOGIES.

...SO I'LL BE PLANNING OUR MEDIA OUTREACH WITH DR. CLARKSON UNTIL LUNCH. ANYTHING ELSE ON THE SCHEDULE CAN WAIT.

NO PROBLEM, MILES. WHATEVER I CAN'T HANDLE MYSELF, I'LL PUSH. DON'T WORRY. I WON'T LEAVE ANYTHING HANGING.

THWIP

THWIP

YOU SURE YOU CAN PULL THIS OFF?

I'VE BEEN WATCHING HER FOR DAYS. GOT THE MOVES AND THE TALK DOWN PAT. EVERYTHING ELSE I NEED IS IN HER PHONE.

OKAY. ONLY CALL A MEET WHEN YOU'RE SURE IT'S SAFE.

NO WORRIES. GETTING IN AND OUT'S A PIECE OF CAKE... MY VOICE, RETINA PATTERNS, AND DNA ARE ALREADY IN THE SECURITY SYSTEM, THANKS TO HER.

DON'T TAKE RISKS. JUST GET ALL THE INFORMATION YOU CAN. WE CAUGHT IT HERE EARLY...*NEW U'S* NOT EVEN WORKING WITH PARKER INDUSTRIES YET.

YOU'RE *SURE* WE SHOULDN'T REACH OUT TO YOUR PETE?

WE'VE SEEN IT TOO MANY TIMES ON TOO MANY WORLDS. PETER'S ALWAYS IN ON IT. AND IN *DEEP*.

UNTIL WE KNOW MORE ABOUT WHAT'S HAPPENING *HERE*, WE CAN'T RISK TIPPING OUR HAND.

I DON'T THINK WE CAN TRUST ANYONE BUT EACH OTHER.

Y'KNOW WHAT? WE'RE ALL WE NEED.

"KAINE... WE MUST SPEAK.

"THERE CAN BE NO SECRETS BETWEEN US. YET YOU HARBOR ONE OF GREAT CONSEQUENCE."

EARLIER.

MY BOND TO THE WEB OF LIFE AND DESTINY ENDOWS ME WITH CERTAIN PERCEPTIONS. A FAR WIDER AND SUBTLER ANALOGUE TO YOUR "SPIDER-SENSE."

I KNOW THERE IS SOMETHING YOU LEARNED FROM THE AUTOPSY OF YOUR OTHER SELF. A REVELATION YOU ARE KEEPING FROM GWEN... AND ME.

YEAH. BY STUDYING HIM...HIS STATE WHEN HE DIED...

...NOW I KNOW WHEN *I'M* GOING TO DIE. AND IT'S ***SOON.***

WE CAN'T TELL GWEN. SHE'LL WANT TO TRY TO SAVE ME. AND THERE IS NO SAVING ME.

BUT THERE'S STILL TIME TO SAVE ARACELY, AND EVERYONE ELSE BACK HOME. IF I CAN DO THIS ONE LAST THING...

I UNDERSTAND. AND I RESPECT YOUR DECISION. I WILL SAY NOTHING TO--

I GOTTA SAY...

...THIS IS ***MILES*** AWAY FROM MY NORMAL FASHION SENSE, BUT THERE'S SOMETHING... WELL, KINDA ***GROOVY*** ABOUT IT.

EXCEPT THE HEELS, WHICH ARE TORTURE DEVICES OF THE PATRIARCHY. SO, EVERYTHING GOOD? WE READY?

YEAH. C'MON.

LET'S GO SAVE MY WORLD.

"YES, THIS IS A NEW CHAPTER IN THE LIFE OF KAINE PARKER.

"BUT SADLY, IT WILL BE HIS LAST."

AMAZING SPIDER-MAN #22 "Seeing Red"

WHAT...

...DID YOU SAY?

YOU HEARD RIGHT. HELP ME, WORK WITH ME...

...AND I'LL BRING OUR *UNCLE BEN* BACK TO LIFE.

YOU FILTH!

YOU'RE *NOT* THE BEN REILLY I KNEW. HE'D *NEVER* DO ANY OF THIS!

EXCEPT I *AM*. AND YOU *KNOW* IT.

BUT GO AHEAD, VENT. I WON'T EVEN USE MY SPIDER-SENSE TO DODGE.

I KNOW HOW YOU FEEL. I'M YOUR CLONE, AFTER ALL. WE HAVE THE SAME UPBRINGING, THE SAME VALUES...

NO-- WE-- DON'T!

I'D NEVER DESECRATE UNCLE BEN'S GRAVE!

NOT EVEN TO GET HIM BACK?

IT *IS* YOU.

HOW? HOW ARE *YOU* THE JACKAL?

WELL... THE HELMET'S GOT A VOICE MODULATOR.

IT CAN DO MILES WARREN *AND* JAMES EARL JONES.

THAT'S *NOT* WHAT I MEANT!

YOU *DISSOLVED* IN MY ARMS.

I KNOW. I WAS THERE.

WANT TO KNOW WHAT HAPPENED NEXT?

MY LIFE FLASHED BEFORE MY EYES.

TWENTY-SEVEN TIMES.

"AND, YEAH, THE FIRST TIME WAS WITH YOU.

"IT'S TRUE WHAT THEY SAY...YOU REMEMBER IT ALL. GROWING UP IN FOREST HILLS, WITH AUNT MAY AND UNCLE BEN...

"...THEN THE MOMENT THAT CHANGED EVERYTHING.

"I KNOW THOSE EARLY DAYS AS SPIDER-MAN WERE MARKED BY TRAGEDY. BUT RELIVING IT...THERE WAS SO MUCH GOOD, TOO.

"IT'S UNDERSTANDABLE, BUT WE DIDN'T REALLY APPRECIATE WHAT WE HAD AT THE TIME, DID WE?

"THE INCREDIBLE PEOPLE AROUND US. BETTY BRANT... EVEN JAMESON.

"HE YELLED AND SCREAMED, BUT HE ALSO GAVE A POOR, LONELY KID A JOB. DON'T WE HAVE AN OBLIGATION TO GIVE *HIM* SOMETHING BACK?

"WE HAD THE BEST FRIENDS IN THE WORLD. WHAT WOULD YOU GIVE TO BE BACK AT THE COFFEE BEAN WITH MJ, GWEN, HARRY, AND FLASH--WITH BOTH HIS LEGS RESTORED?

"AND THOSE FIRST FEW MONTHS AT EMPIRE STATE UNIVERSITY... GETTING TO KNOW GWEN...PURE MAGIC.

"BUT ONCE AGAIN, A SCIENCE EXPERIMENT CHANGED EVERYTHING. WE KNEW IT WAS A BAD IDEA, DIDN'T WE?

"BUT GWEN WANTED TO HELP OUT. AND IT WAS ***GWEN.*** SO WE LET ***PROFESSOR MILES WARREN*** TAKE BLOOD SAMPLES.

"WHICH IS WHERE YOU AND I PARTED COMPANY.

"WAKING UP IN A TEST TUBE WITH WARREN STANDING OVER ME...THAT MEMORY WAS HAZY, BURIED DEEP. BUT IT WAS THERE.

"OF COURSE, HE MADE ME FORGET IT. CONVINCED ME I WAS THE REAL PETER PARKER, TO CARRY OUT THE INSANE VENDETTA HE HAD AGAINST YOU AS ***THE JACKAL.***

"YOU THOUGHT I DIED IN THE FIGHT, BUT I SURVIVED. AND WHEN I WATCHED YOU LIVING YOUR LIFE...I DIDN'T FEEL LIKE I DESERVED TO TAKE IT FROM YOU.

"I GUESS ON SOME LEVEL I KNEW I WAS A FAKE. AN IMPOSTOR. WHICH IS WHY I LEFT. BUT SURVIVING ON MY OWN GAVE ME JUST ENOUGH CONFIDENCE...

"...TO ***COME BACK,*** REVEAL MYSELF TO YOU, AND TRY TO BE MY OWN MAN...TO THE EXTENT THAT WAS POSSIBLE. AND AS THE ***SCARLET SPIDER,*** I DID OKAY...

The Daily Grind

"...BUT WHEN WE THOUGHT I WAS THE REAL BOY AND ***YOU*** WERE THE CLONE... THAT'S WHEN EVERYTHING CHANGED. I MADE MY OWN FRIENDS...MY OWN LIFE.

"I GUESS I FINALLY FELT LIKE I WAS ENTITLED... TO STEP INTO THE ROLE OF THE ONE, TRUE SPIDER-MAN, SURE. BUT ALSO TO STOP COMPARING MYSELF TO YOU AND JUST BE ***ME.***

"THAT'S THE MOST COMPLETE I'D EVER FELT. THE MOST WHOLE.

"AT LONG LAST, I'D BUILT A REAL LIFE. WHICH IS WHY I WAS WILLING TO GIVE IT UP TO SAVE YOURS.

BUGLE

"DYING IN YOUR ARMS, I WAS AT PEACE...UNTIL I FELT MYSELF START TO DISSOLVE--THE WAY ***MILES WARREN'S CLONES*** DO WHEN THEY DECAY.

"THAT'S WHEN I REALIZED...

"EVERYTHING I AM IS A LIE.

"THE ONLY GOOD PART WAS...

"...AT LEAST IT WAS OVER.

"EXCEPT...

"...IT NEVER IS...

"...NOT WHEN YOU'RE DEALING WITH MILES WARREN.

"NOT WHEN YOU'RE *ME.*"

WHUH--

WHERE--

AH, MR. REILLY. PLEASE DON'T BOTHER TRYING TO BREAK LOOSE. I LITERALLY GREW YOU INTO THOSE SHACKLES.

I'VE SPENT YEARS STUDYING PARKER'S UPPER LIMITS. THERE'S ABSOLUTELY NO CHANCE OF YOU GETTING FREE.

H-HOW--? I DIED! DISSOLVED INTO *GOO!*

YOU REMEMBER? BUT THAT'S WONDERFUL! IF YOU CAN RETAIN YOUR OLD MEMORIES UP TO THE POINT OF DEATH, MY NEW PROCESS IS A RESOUNDING SUCCESS!

NO MORE IMPLANTING ARTIFICIAL MEMORIES. NO MORE AWKWARD GAPS. MY CLONES WILL BE *INDISTINGUISH-ABLE* FROM THE REAL--!

SO, LET'S SEE...

WELL, *THAT'S* A SHAME. THERE'S STILL A PROBLEM WITH CELLULAR DEGRADATION... IT'S AT THE MICROSCOPIC LEVEL NOW, BUT IT'S PROGRESSING QUICKLY.

I SIMPLY MUST CRACK IT. AND DO YOU KNOW WHAT THAT MEANS?

HOW THE HELL SHOULD I KNOW?

FAILING MARKS, MR. REILLY. WE'LL HAVE TO REPEAT THE SEMESTER, I'M AFRAID.

WHAAT

"AND IT ALL HAPPENED *AGAIN.*

"EXCEPT MY FINAL THOUGHT-- 'EVERYTHING I AM IS A LIE'--THAT NEVER WENT AWAY.

"THAT AND THE PAIN."

WHUHH!

WH-WHAT... HAPPENED?

I KILLED YOU, OF COURSE. DO YOU REMEMBER HOW?

YOU *ELECTROCUTED* ME, YOU LUNATIC!

EXCELLENT! THEN IT *WASN'T* A FLUKE-- MY NEW PROCESS IS REPRODUCIBLE! *SCIENTIFIC METHOD,* MR. REILLY. EVERYTHING ELSE IS FOR CHARLATANS AND HACKS.

BUT I'M AFRAID THAT ANNOYING DEGENERATION PROBLEM PERSISTS.

WH-WHAT'RE YOU--

TIME TO START OVER... AND GATHER SOME DATA ABOUT YOUR BODY'S LIMITS IN THE PROCESS.

WARREN! YOU SICK SON OF A-- GLBB!

"I WAS DROWNING! HAD TO BREAK LOOSE!

"SO I DID WHAT WE ALWAYS DO IN DESPERATE SITUATIONS.

"I THOUGHT OF ALL THE PEOPLE COUNTING ON ME.

"AUNT MAY, MARY JANE, HARRY, BETTY, FLASH, ROBBIE, EVEN JONAH.

"AND THEN I REMEMBERED... THOSE PEOPLE WEREN'T COUNTING ON ME AT ALL.

"THEY WERE COUNTING ON *YOU*.

"THEY SAY DROWNING IS ONE OF THE BETTER WAYS TO GO. BUT THERE'S *NO* GOOD WAY.

"YOUR BODY AND MIND FIGHT AGAINST IT ON EVERY LEVEL. IT'S THE MOST TRAUMATIC EXPERIENCE OF YOUR LIFE...BECAUSE IT'S THE LAST.

"AT LEAST, IT *SHOULD BE.*"

FASCINATING. MARKEDLY GREATER LUNG CAPACITY THAN PRELIMINARY TESTS SUGGESTED.

THIS IS ALL VERY PROMISING, MR. REILLY.

MR. REILLY?

TAP TAP

AH. PITY.

BUT IT'S NOT AS IF IT'S *PERMANENT*. AND THE CELLULAR DECAY YOU WOULD'VE EXPERIENCED IS MUCH MORE PAINFUL. DON'T WORRY.

I'LL CRACK THIS YET.

"EXCEPT HE COULDN'T.

"ALTHOUGH HE TRIED.

"AND IN SO MANY DIFFERENT WAYS.

"...TWENTY-THREE MORE TIMES."

WHY WON'T YOU LET ME *DIE?*

BUT I *AM*, MR. REILLY. WHAT I AM NOT DOING IS LETTING YOU *STAY* DEAD.

AND *AGAIN!*

"POISONED. VIVISECTED. DISSOLVED IN ACID. SONICS. HE KILLED ME IN EVERY WAY YOU CAN IMAGINE, AND SOME YOU PROBABLY CAN'T.

"EVERY TIME, MY LIFE FLASHED BEFORE MY EYES... BUT NOW, SO DID MY ***DEATHS.***

"THEY WERE ALREADY PUSHING OUT THE GOOD MEMORIES. THE PEOPLE I CARED ABOUT.

"I KNEW THAT SOON THERE'D BE NOTHING ELSE LEFT. JUST A NONSTOP EXISTENCE OF PAIN AND SUFFERING.

"BEFORE, I'D THOUGHT ABOUT PEOPLE NEEDING ME. THIS TIME, I JUST THOUGHT OF HOW MUCH I NEEDED THEM."

MERCY

IMPOSSIBLE! I KNOW PARKER'S LIMITS! YOU COULDN'T--

I'M NOT PARKER!

I'M NOT REAL!

"I KNOW THAT LOOK, PETER. YOU'RE WORRIED I MIGHT'VE KILLED WARREN WHEN I BROKE FREE."

I'M SOMETHING *BETTER!*

"I WAS SO ANGRY, I ALMOST DID."

I CAN BE WHATEVER I DECIDE TO BE!

DO WHATEVER I DECIDE TO DO!

"BUT I STOPPED SHORT, 'CAUSE KILLING'S NOT WHAT WE DO. THERE'S ALWAYS A ***BETTER*** WAY."

HELLO, MILES. WELCOME BACK TO THE LAND OF THE LIVING. YEP--YOU'RE IN THE CLONE CLUB NOW.

YOU'LL BE GLAD TO HEAR I FIXED THE PROBLEM YOU COULDN'T. FOUND A WAY TO STOP THE CELLULAR DEGRADATION.

NOT PERMANENTLY. YOU HAVE TO TAKE THIS PILL EVERY DAY. IF YOU MISBEHAVE, I'LL STOP GIVING IT TO YOU, AND...WELL, I DON'T HAVE TO TELL YOU THAT WOULD BE BAD.

YOU'RE JUST TRYING TO MANIPULATE ME. I-I DON'T BELIEVE YOU.

THAT'S OKAY.

HE DOES.

THEY *ALL* DO.

TH-THE REAL ME... WHICH ONE IS--

THE ORIGINAL? I DON'T KNOW. IN FACT, I'M PRETTY SURE I'VE FORGOTTEN.

IF YOU THINK IT *IS* YOU? HEY, DON'T TAKE THE PILL. BUT IF YOU'RE WRONG, WELL...

"THERE'S ALWAYS A BETTER WAY.

"AND NOW I HAD ONE. THE PEOPLE I LOVE GAVE ME THE STRENGTH TO ESCAPE...AND NOW, A NEW LIFE.

"SO IT WAS TIME TO REPAY THEM.

"ESPECIALLY THE ONES WE COULDN'T SAVE...UNCLE BEN, GWEN, AND THE OTHERS.

"RIGHT IN FRONT OF ME--IN WARREN'S LAB--WAS THE MEANS TO FIX THAT.

"MAKE SURE THAT NO ONE EVER HAS TO SUFFER AGAIN.

"AND THOSE WHO ALREADY HAVE...

"...CAN BE MADE WHOLE."

THAT... THAT'S AWFUL, WHAT YOU WENT THROUGH. BUT--

--DIGGING UP BODIES, CLONING THE DEAD...

...BEN, WHAT ARE YOU *DOING?*

WEREN'T YOU LISTENING? WHAT WE'VE ALWAYS TRIED TO DO...AND FAILED.

NOBODY CAN SAVE *EVERYONE.* BUT WE CAN *BRING THEM BACK.*

NOT LIKE WARREN DID. WITH HEADS FILLED WITH FAKE MEMORIES.

LOOK AT *ME!* I CAN *TELL* YOU BELIEVE IT NOW--THAT I'M *HERE* AND I'M *REAL!*

BRINGING UNCLE BEN BACK ISN'T SOME SCHEME OR DELUSION. IT'S A *GIFT.* MY GIFT TO YOU.

ALL YOU HAVE TO DO IS *TAKE IT.*

IT TOOK GOING THROUGH HELL FOR ME TO REALIZE--NOT BEING YOU ISN'T A BURDEN. IT'S *FREEDOM*...TO CONTROL MY OWN DESTINY. TO BE WHATEVER I WANT.

AND YOU KNOW WHAT I WANT, BECAUSE IT'S WHAT *YOU* WANT. TO USE OUR POWER RESPONSIBLY. TO SAVE *EVERYBODY'S* UNCLE BEN.

WE CAN DO THAT! *AND* FIX ALL THE TIMES WE FAILED! ALL THE WAY BACK TO OUR ORIGINAL SIN!

THERE'S NO GREATER POWER THAN THE POWER OF LIFE ITSELF. AND NO GREATER RESPONSIBILITY. BUT YOU CAN TRUST ME WITH IT...BECAUSE IN THE WAYS THAT MATTER, I *AM* YOU.

I CAN TELL YOU'RE STRUGGLING, FOR THE SAME REASON I DID IN THAT TUBE. YOU FEEL LIKE YOU DON'T DESERVE IT.

BUT EVEN IF YOU DON'T...GWEN, HER FATHER, UNCLE BEN, ALL THE OTHERS...

...DON'T *THEY?*

I...

TELL ME MORE.

THE CLONE CONSPIRACY #2 ❦ VARIANT BY **MARK BAGLEY, JOHN DELL & RICHARD ISANOVE**

AMAZING SPIDER-MAN #23 "The Moment You Know"

I FORGIVE YOU.

GWEN...

NOW PLEASE, *HELP US.*

TH-THIS... THIS ISN'T--

REALLY HAPPENING? *OF COURSE* IT IS. EVERYTHING YOU NEVER KNEW YOU WANTED. AND *MORE.*

ALL THE PEOPLE CLOSE TO YOU WHO DIED-- EVERYONE YOU COULDN'T SAVE. THEY'RE BACK. ALIVE. AND HAPPY. LOOK!

HE CAN SEE IT. HE JUST DOESN'T BELIEVE IT'S *REAL.*

THAT *I'M* REAL. THAT ANY OF US ARE.

AND IF HE DOESN'T BELIEVE THAT...

...HE'LL NEVER BE A PART OF IT. IT'S OVER, WARREN.

AW C'MON, HE JUST *GOT* HERE. LET'S GIVE 'IM A TOUR OF THE CHOCOLATE FACTORY.

"COME WITH ME, AND YOU'LL BE, IN A WORLD OF PURE IMAGINATION..."

TOO SOON? IF IT HELPS, WE'RE BRINGING GENE WILDER BACK NEXT WEDNESDAY.

I-I'M USED TO THE BAD GUYS COMING BACK. BUT THAT'S SALLY AVRIL, AND NATHAN LUBENSKY.

FRIENDS, LOVED ONES... THEY *NEVER* COME BACK. IT'S...

IT'S WRONG...

SPIDER-MAN! TALK TO HIM. HE DOESN'T LET ALL OF US *OUT* YET. SAYS WE'RE NOT *READY*.

BUT I NEED TO SEE BETTY... THERE'S SO MUCH I HAVE TO SAY!

NED, I--

I'M SORRY, I CAN'T--

NED, WE'VE TALKED ABOUT THIS. YOU'LL GET TO SEE BETTY. SOON.

GWEN?

COME ON, OUR PLACE IS THIS WAY. WE CAN TALK MORE THERE.

GOOD IDEA. YOU GUYS GO. CHAT. *BOND*. I'LL BE OVER HERE...

HOW DO YOU EXPECT ME TO BELIEVE YOU'RE "YOU"? ALL THIS-- THE SECRECY? THE GRAVE-ROBBING?

A BY-THE-BOOK GUY LIKE GEORGE STACY WOULD NEVER GO ALONG WITH THAT.

"BY-THE-BOOK"? *ME?* I BENT THE RULES *ALL THE TIME...*

...ESPECIALLY FOR YOU, SON.

OR RATHER, THE MAN UNDER THE MASK.

BECAUSE I *TRUSTED* YOU, PETER.

I HOPE THAT TRUST WAS JUSTIFIED.

IS *THAT* WHY YOU'RE ON BOARD WITH ALL THIS? DO YOU KNOW THE JACKAL IS--

I THINK THAT YOU AND GWEN NEED SOME TIME. *WITHOUT* THE LIKES OF ME HOVERING AROUND.

I'LL BE IN THE GARDEN IF YOU NEED ME, GWENDY.

OKAY, DAD.

IT'S JUST US NOW. YOU CAN--

PETER, YOU'RE--ARE YOU OKAY?

IT'S... BEEN A DAY. LOT TO TAKE IN.

THOSE AREN'T HAPPY TEARS. YOU'RE *GRIEVING* FOR THOSE PEOPLE ALL OVER AGAIN, AREN'T YOU? NED, SALLY...ALL OF THEM.

THIS WAS SUPPOSED TO MAKE YOU HAPPY. BUT YOU WON'T LET YOURSELF BE HAPPY.

WHY, PETER? YOU SAID IT YOURSELF, YOUR ENEMIES COME BACK, BUT NEVER...

AND SEEING *ME* DIDN'T SEEM TO AFFECT YOU LIKE THIS.

I'VE SEEN GWENS BEFORE. SINCE YOU-- SINCE I LOST HER.

RIGHT. THE *OTHER* ME. THE ONE FROM...

...ANOTHER DIMENSION. THAT MUST BE WEIRD.

I'M BACK FROM THE DEAD, PETER. OTHER DIMENSIONS AREN'T WEIRD.

YOU NOT WANTING TO HOLD ME, TALK TO ME, RUN AWAY WITH ME. *THAT'S* WEIRD.

I CAN'T BELIEVE THAT GIRL PASSED FOR ME, EVEN FOR A SECOND. SHE'S SO YOUNG. AND SHE'S *NOTHING* LIKE ME.

SHE IS, IN A LOT OF WAYS.

SHE'S STRONG. BRAVE. SHE CARES ABOUT PEOPLE...

WHAT?

REALLY? SOUNDS MORE LIKE MARY JANE THAN ME.

BUT YOU'RE RIGHT. THERE ARE SOME DIFFERENCES. SHE'S IN A BAND.

MJ'S IN THE BAND TOO. SHE'S THE LEAD SINGER.

OF *COURSE* SHE IS. WHAT AM I, TAMBOURINE?

YOU'RE ON DRUMS.

HA HA HA HA HA HA

BUT IT'S NOT JUST THAT YOU WERE PREPARED FOR ME. IT'S MORE THAN THAT.

YOU DON'T *BELIEVE* IT'S ME. BUT I AM. I'M *ME.*

I'VE MET CLONES OF YOU BEFORE, TOO. MORE THAN--

I AM NOT A CLONE!

HEY, I HAVE FRIENDS WHO ARE CLONES. I'M NOT QUESTIONING WHETHER YOU'RE A THINKING, FEELING HUMAN BEING WITH A RIGHT TO LIFE, LIBERTY, AND ALL THAT.

BUT YOU'RE *NOT* GWEN.

HOW DARE YOU! WHO THE HELL ARE YOU TO SAY THAT?

I KNOW WHAT I FEEL. WHAT I *REMEMBER.*

AND I REMEMBER *EVERY* PART OF *MY* LIFE!

I REMEMBER MEETING YOU AT ESU. HOW I THOUGHT YOU WERE A CONCEITED, STANDOFFISH *JERK*--

WELL...THAT WAS BECAUSE I WAS SO WRAPPED UP IN SPIDER-MAN STUFF.

HOW THERE WAS SOMETHING ABOUT YOU I JUST COULDN'T IGNORE. YOU WERE SMART, AND CARING...AND, UNDER ALL THE ATTITUDE, SO SAD.

I REMEMBER HOW WE GOT TO BE FRIENDS. AND MORE.

EVEN THOUGH YOU WERE ALWAYS DUCKING OUT ON ME.

YEAH...SPIDER-MAN AGAIN. SPOILER ALERT.

I KNOW IT DOESN'T CHANGE THINGS, BUT I WAS GOING TO TELL YOU... *HER*. AND THEN--

THEN MY FATHER WAS KILLED. IN A FIGHT BETWEEN YOU AND DOCTOR OCTOPUS.

I DIDN'T EVEN GET TO HEAR HIS LAST WORDS. *YOU* DID.

HE... HE ASKED ME...

...TO LOOK AFTER YOU.

AND YOU *DIDN'T*. I KNOW. I WAS AWAKE UP ON THAT BRIDGE. I HEARD EVERY-THING.

THE GOBLIN... HE SAID YOUR NAME, PETER. AND IT ALL MADE SENSE.

THAT I WAS THE GUY YOU BLAMED FOR KILLING YOUR DAD?

YOU DIED HATING ME.

NO.

I *ALWAYS* LOVED YOU. EVEN THEN.

I DIED FEELING BETRAYED.

BUT I'VE HAD TIME TO THINK ABOUT IT. I UNDERSTAND WHY YOU KEEP THIS SECRET.

SINCE ME...HOW MANY?

HOW MANY MADMEN? HOW MANY BRIDGES? HOW MANY--

ENOUGH.

AND EVEN IF IT WERE JUST YOU... THAT WOULD BE TOO MANY.

GWEN... I KNOW THAT, FOR YOU, ALL THAT WAS JUST A SHORT TIME AGO--

I KNOW, PETER. I KNOW YOU MOVED ON.

IT'S OKAY. I WOULD'VE WANTED YOU TO.

I ALWAYS KNEW MJ WAS THERE, IN THE WINGS. EVEN IF NEITHER OF YOU COULD SEE IT AT THE TIME. I COULD FEEL IT.

I HOPE YOU WERE HAPPY.

...ARE HAPPY?

WE WERE.

FOR A TIME.

THAT'S IT, ISN'T IT? YOU WON'T LET YOURSELF BE HAPPY BECAUSE ***SPIDER-MAN CAN'T*** BE HAPPY.

YOU'VE LIVED WITH THE PAIN FOR SO LONG, IT'S COMFORTING. YOU DON'T KNOW WHAT YOU'D DO WITHOUT IT.

OKAY, I KNOW YOU WEREN'T A PSYCH MAJOR, SO STOP IT. WHY DO YOU EVEN CARE IF I THINK YOU'RE THE REAL GWEN STACY?

BECAUSE IT'S IMPORTANT THAT YOU HELP US! AND--AND--

--BECAUSE IT'S NOT UP TO YOU! YOU DON'T ***GET*** TO DECIDE WHO I AM!

WHY IS IT SO IMPORTANT TO YOU THAT ***I*** ACCEPT I'M ***NOT?***

I DON'T NEED YOU TO ACCEPT THAT. JUST TO UNDERSTAND WHY I FEEL THE WAY I DO. 'CAUSE EVEN THOUGH YOU'RE NOT ***MY*** GWEN...

...I DON'T THINK I COULD STAND HAVING YOU HATE ME.

LOOK, YOU MET ***KAINE***. MY CLONE. DO YOU FEEL ABOUT HIM THE WAY YOU DO ABOUT ME?

NO. HE'S A JERK. HE KNOCKED ME OUT AND WEBBED ME UP.

YEAH. SOUNDS LIKE HIM. BUT BY YOUR STANDARD, HE'S ME. SAME DNA, SAME MEMORIES.

UP TO A POINT. HE TOLD ME HIS STORY, AFTER I SAW HIS FACE. HE HAD ***YEARS*** OF A DIFFERENT LIFE THAN YOU. HE'S A DIFFERENT PERSON. JUST LIKE--

LIKE WHO?

YOU ***KNOW,*** DON'T YOU? WHO THE JACKAL REALLY IS.

VOICE MODULATOR OR NO, I'M NOT AN IDIOT. I CAN TELL THE DIFFERENCE BETWEEN MILES WARREN AND SOMEONE CUT FROM THE SAME CLOTH AS THE GUY I LOVED.

BUT ***NOT*** HIM. THERE AGAIN-- SEPARATE LIFE, SEPARATE EXPERIENCES. "BEN REILLY" IS A DIFFERENT PERSON FROM PETER PARKER.

BUT THERE'S ENOUGH OF YOU IN HIM THAT I ***KNOW*** HE'S DOING WHAT HE THINKS IS RIGHT. FOR ALL THE RIGHT REASONS.

DAD AND I AGREE ON THAT. OR WE WOULDN'T BE PART OF THIS.

BUT YOU'RE MAKING MY POINT ***FOR*** ME!

IF BEN OR KAINE OR ANY OTHER CLONE OF ME ISN'T ***REALLY*** ME, WHY SHOULD I ACCEPT YOU AS THE REAL GWEN STACY?

WH-WHY'D YOU DO THAT?

TOO MANY MOVIES, I GUESS. TOO MANY FAIRY TALES WHERE KISSES... WHERE...

BUT I GUESS YOU HAVE YOUR ANSWER NOW.

PETER... THE LEAST YOU CAN DO IS LOOK AT ME.

THAT MASK. YOU DON'T JUST WEAR IT TO HIDE YOUR "SECRET IDENTITY." TO PROTECT YOUR LOVED ONES.

YOU KNOW THAT, RIGHT?

SO THAT'S IT? WE'RE DONE?

HEY! THEY'RE ALL GETTING INTO A FORMATION! WERE YOU JUST STALLING SO THEY COULD--

AT EASE, SPIDER-MAN.

IT'S JUST MED TIME. EVERY-ONE'S GETTING THE PILL THAT KEEPS THEIR BODIES FROM BREAKING DOWN.

YOU STILL CAN'T ACCEPT IT, CAN YOU? THIS ISN'T SOME KIND OF TRAP OR EVIL SCHEME. IT'S A GIFT.

ALL YOUR OLD ENEMIES, REFORMED. EVERYONE YOU'VE LOST. ALL THE MISTAKES AND TRAGEDIES, FIXED. ALL FOR *YOU.*

TO SHOW YOU WHAT *NEW U* COULD ACCOMPLISH FOR THE WORLD. BECAUSE WE NEED YOUR HELP TO--

NO. THEY'RE NOT *ALL* HERE.

NOT YET. I NEED TO TALK TO "THE JACKAL."

I'M SORRY. I'LL BE RIGHT BACK, OKAY? WE'LL--

IT'S FINE. HECK, IT'S ALMOST NOSTALGIC.

I HAVE A FEELING THAT DIDN'T GO WELL.

I DIDN'T CONVINCE HIM. I DON'T THINK I *CAN.*

I CAN'T HELP FEELING LIKE...

...WHAT IF HE'S RIGHT? WHAT IF I'M *NOT* REAL? AND YOU'RE NOT--

GWEN. SWEETHEART. *SHH.*

RIGHT NOW, WE'RE TOGETHER. I LOVE YOU. AND THAT'S ALL THAT MATTERS.

YOU'RE REAL TO ME.

AS FOR THE BOY, DON'T GIVE UP YET. MAYBE THE JACKAL CAN CONVINCE HIM. AFTER ALL, THEY DO HAVE A LOT IN COMMON.

YEAH... NOT SUPER OPTIMISTIC ON THAT FRONT.

LOOKS TO ME LIKE THEY'RE NOT EXACTLY REMINISCING ABOUT SCIENCE CLUB.

OH, NO...

I'VE GOT TO--

NO. STAY WITH ME!

TH- THEY'RE-- IT LOOKS LIKE--

"--THEY'RE TRYING TO *KILL* HIM!"

I THOUGHT THEY WERE SUPPOSED TO BE REFORMED!

THEY *NEED* THE PILLS. THEY NEED *THE JACKAL.*

"HE ORDERED THEM TO DO THIS!"

I CAN'T JUST STAND HERE AND WATCH!

NO! YOU'RE NOT GETTING IN THE MIDDLE OF THAT!

I'M NOT LOSING YOU AGAIN!

SKREEEEEE

SKREEEE

P-PETER...

SPIDER-MAN!

HELP!

GWEN?

GWEN!

THE CLONE CONSPIRACY #3 🕷 VARIANT BY **MARK BAGLEY, JOHN DELL & RICHARD ISANOVE**

AMAZING SPIDER-MAN #24 *"Night of the Jackals"*

NEW U HEADQUARTERS. THE JACKAL'S LABORATORY.

IF YOU DON'T MIND, OTTO, I HAVE IMPORTANT WORK TO DO.

DON'T YOU UNDERSTAND? I HAVE TO RESTART ALL OF HUMANITY.

EVERY CLONE ACROSS THE COUNTRY IS *DYING*. AND THAT INCLUDES *US*.

YOU'VE ENDANGERED THE WOMAN I LOVE! I ONLY HAVE ONE THING TO SAY TO YOU!

THE *DIE IS CAST!*

AND THEY SAY *I'M* CRAZY.

HEY, DUPE! HOW ABOUT A HAND?

Y-YES, I'M COMING-- I--I'M--

--AAAH!!!

USELESS. ALL YOU MILES WARREN CLONES.

FIRST SIGN OF TROUBLE, YOU FALL TO PIECES.

CLONE INCUBATOR #3.

OH, GOD, IT'S HAPPENING!

NO! WE'VE GOT TO-- GNAAGH!

ADMINISTRATION.

AAIEEEEEE!

THE JACKAL'S PRIVATE QUARTERS.

GGGLLLOO

I'M...NOT DISSOLVING? BUT THAT MEANS...

I'M THE *REAL* MILES WARREN!

ALL THIS TIME...HOW YOU MUST HAVE LAUGHED BEHIND MY BACK, "*BEN REILLY*"...*YOU*, NOTHING BUT A ***CLONE*** OF PETER PARKER YOURSELF.

YOU STRIPPED ME OF MY DIGNITY. MY IDENTITY! MADE ME BELIEVE *I* WAS AN IMITATION.

BUT NOW THERE'S ONLY *ONE* MILES WARREN AGAIN. AND SOON...

...THERE WILL BE ONLY *ONE* JACKAL!

HERE WE GO. ALL OR NOTHING. SENDING THIS OUT--

WORLDWIDE.

KLIK

THERE'LL BE PAINFUL SIDE EFFECTS--

I KNOW, ANNA! BUT WE CAN'T LEAVE ANYTHING TO CHANCE!

EEEEEERRRZZZZZ

MANHATTAN

AAOWW!

"WE NEED THE SIGNAL TO REACH *EVERYBODY.* ANYONE WEARING WEBWARE...ALL THE PEOPLE NEAR THEM."

EEEEEERRRZZZZZ

PARIS

AAA! AIDEZ-MOI!

"IT'LL STABILIZE THEIR CELLS-- CLONE OR HUMAN.

EEEEEERRRZZZZZ

LAGOS, NIGERIA

"MAKE THE CARRION VIRUS INERT. STOP THE OUTBREAK IN ITS TRACKS...AND PREVENT ANY FUTURE ONES!

EEEEEERRRZZZZZ

SHANGHAI

"YEAH, IT'LL HURT! BUT SOMETIMES, SAVING THE WORLD HURTS!"

THE JACKAL'S LAB.

EEEEEERRRZZZZ

YOU--YOU SHATTERED MY WEBWARE?!

THAT SIGNAL--IT WAS STOPPING THE DECAY!

IT WAS SAVING BOTH OF US!

YOU PATHETIC CLONE! YOU ALMOST COST MY ANNA HER *LIFE!*

MELT WITH ME!

KSHH

YOU MORON! YOU SAW THE DUPE! THAT'S WHAT'LL HAPPEN TO *EVERY* CLONE BODY--

--EXCEPT...

... THE PROTO-CLONE!

WHRAK

GNGH!

YOU ACTUALLY PULLED IT OFF, DOC.

MY TECH AND YOUR BRILLIANT, TWISTED BRAIN MADE A CLONE THAT WON'T FALL APART LIKE THE OTHERS.

THE MOST PERFECT CLONE EVER CREATED. AN *IMPROVEMENT* ON NATURE. ALL IT'S MISSING IS A MIND...

...MY MIND!

I'LL BE THE ADAM OF A NEW RACE. THE ULTIMATE TRIUMPH OF LIFE OVER DEATH.

PARKER LUCK BE DAMNED! THIS IS GOING TO WORK OUT AFTER ALL.

INDEED... FOOL.

FRZZT

MY SPIDER-SENSE--

AAGGH!

THIS WAS INEVITABLE. I AM THE *TRUE* PETER PARKER'S SUPERIOR.

WAS THERE EVER ANY DOUBT I'D BE YOURS?

YES, *BEN REILLY*, I FIGURED IT OUT. IN FACT, I *COUNTED* ON IT! **HA HA HA!**

MERE MOMENTS LATER...

NNHH...

WHAT HIT ME?

NO!

DAMN YOU, OCTAVIUS!

THAT BODY WAS SUPPOSED TO BE *MINE!*

HOW LONG WAS I OUT?! HOW MUCH TIME DO I HAVE BEFORE--?!

...MUST *STABILIZE* MY BODY UNTIL I CAN CLONE A NEW ONE. *I WILL NOT DIE AGAIN! NOT LIKE THIS!*

REMEMBER, KIDS, DON'T DO DRUGS. DRUGS ARE BAD.

EXCEPT WHEN THEY KEEP YOU FROM TURNING INTO A CARRION ZOMBIE.

IT'S OKAY, I KNOW WHAT I'M DOING. I'M A DOCTOR. WELL, THE *CLONE* OF ONE. HEH HEH HEH.

GOTTA HAND IT TO YOU, OTTO, YOU'RE A DAMN GENIUS. AND YOU PLAYED ME!

BET YOU HAD THIS PLANNED FROM THE BEGINNING. RIGHT DOWN TO MAKING IT LOOK LIKE YOU DIED...

...TO THROW EVERYONE OFF YOUR SCENT.

WELL, WHEN IN ROME...

I WAS WRONG, DUPE. YOU WERE GOOD FOR SOMETHING AFTER ALL.

THE SHIRT OFF YOUR BACK.

C'MON! WEBWARE! EVERYONE'S GOT ONE!

IT'S THE MOST POPULAR ELECTRONIC DEVICE ON EARTH! SOMEONE HAS TO HAVE A--

EEEEEERRRZZZZ

AHHH! WHY WON'T THIS PIECE OF JUNK TURN OFF?!

SORRY ABOUT THAT. BAD MERCHANDISE. I KNOW THE GUY WHO BUILT IT.

COMPLETE SCREWUP. LET ME TAKE THAT OFF YOUR HANDS.

EEEEEERRRZZZZ

OHHHH YEAH. THAT HITS THE SPOT. JUST WHAT DADDY NEEDS. WELL, THAT...

...AND YOUR CAR. GET OUT.

AHHHH! T-TAKE IT! JUST STAY AWAY FROM ME!

WELL... TODAY SUCKED.

ALL THAT, AND FOR *WHAT?* BACK TO SQUARE ONE, REILLY? WHERE DO YOU GO FROM HERE?

RHETORICAL QUESTION... TO THE SAFE HOUSE.

MY SECRET HOME AWAY FROM HOME.

LOAD UP ON MY SECRET STASH: FAKE I.D.s, CASH, CHEMICALS...AND COME UP WITH THE NEW PLAN. A *BETTER* PLAN. YOU HAVEN'T SEEN THE LAST OF THE JACKAL, PARKER!

BUT I CAN'T STAY TOO LONG. THIS PLACE... STICKS OUT LIKE A SORE THUMB. YOU'LL FIND IT SOON ENOUGH. WON'T YOU, PETE?

WHAT CAN I SAY? I'M A SENTIMENTAL CLONE WHO LIKES HIS FAKE MEMORIES OF HIS CHILDHOOD HOME.

IT'S WHAT I GET FOR HAVING THE WARREN DUPES BUILD IT THIS WAY...

...DOWN TO THE LAST DETAIL.

KLIK

HELLO, JACKAL. IT'S ME...THE JACKAL.

BUT THE CLONES ALL--THEN YOU'RE--

NOW HE GETS IT...AND TO THINK, YOU WERE ONCE MY STAR PUPIL...

WELL, NOT YOU. THE ***ORIGINAL*** WAS MORE ON THE BALL. HE WOULD'VE SMELLED IT BY NOW.

GAS.

NO. NO. NO.

BENZENE. I DID IT FOR YOU. GET IT? ***BEN***-ZENE?

I DON'T KNOW WHY I BOTHER.

KRITCH

THAT'S GONNA COST YOU, I'M AFRAID.

EVERYTHING.

THINK OF THIS AS A TEACHABLE MOMENT.

YOU!

YOU MADE ME JUST TO TORMENT ME, DIDN'T YOU?! TO MAKE ME! AND BREAK ME!

KRAK

FWOOSHH

AGH!

UNGRATEFUL BRAT. I GAVE YOU THE GREATEST GIFT OF ALL!

I GAVE YOU *LIFE!*

AND ALL YOU'VE DONE IS *WASTE IT!*

ME? I TRIED TO SAVE THE WORLD. TO *CONQUER DEATH!* WITH *YOUR* TECHNOLOGY!

WHAT DID *YOU* EVER DO WITH IT?

JUST FED YOUR OBSESSIONS! CLONING GWEN, THE GIRL YOU HAD A SICK CRUSH ON.

AND *PETER...*

AND PETER AND PETER AND...

...ME.

THIS IS ALL ABOUT *ME* NOW, ISN'T IT?

SHUT UP!

KNCH

HA HA HA!

STOP LAUGHING! THIS ISN'T FUNNY!

I BROKE YOU! YOU COULDN'T CARE *LESS* THAT PETER PARKER IS OUT THERE SOMEWHERE.

YOU CAME ALL THIS WAY TO GET TO *ME!*

TO TAKE YOUR BEST DAMN SHOT AT *ME!*

YOU'RE A FAILED EXPERIMENT! *NOTHING MORE!*

A BAD COPY! A MISTAKE I HAVE TO *UNDO!* *THAT'S ALL YOU EVER WERE TO ME!*

AND YET I WON. I BEAT YOU. AND DO YOU KNOW WHAT, PROFESSOR...?

I'VE LEARNED ALL YOU COULD POSSIBLY TEACH ME.

COME BACK HERE! FIGHT ME! I WILL HAVE MY REVENGE!

NO. I'M DONE WITH YOU. WITH THIS FAKE PARKER PAST IN MY HEAD!

BAMMM

WITH ALL OF THIS!

NO! THIS ISN'T FAIR! THIS ISN'T--

LIFE ISN'T FAIR. NO MATTER HOW MANY TIMES YOU LIVE IT.

YOU TAUGHT ME THAT...THE HARD WAY.

LIFE'S WHATEVER YOU MAKE IT.

AND IT'S WAY PAST TIME I STARTED MAKING IT *MINE.*

EASY, WE GOT YOU. AN AMBULANCE IS ON THE WAY. ANYONE ELSE IN THERE?

NO. JUST BAD MEMORIES.

AAIEEEGH!

NOISY ONES.

OKAY, YOU NEED MEDICAL ATTENTION, AND THEN YOU'RE GONNA HAVE TO ANSWER SOME QUESTIONS.

STEP OVER HERE AND--

NO.

WHUFF!

ANYONE ELSE WANT TO BE A HERO?

SMART. I'VE SEEN WHAT THAT GETS YOU.

HEY! WHO THE HELL DO YOU THINK YOU ARE?

WRONG QUESTION.

WHO I AM, WHO I WAS, NONE OF THAT MATTERS. WHAT COUNTS IS...

...WHO AM I GOING TO BE *NOW?*

GIVE US A WINK

BAR

CLANC

RITA! THIS IS LATE FOR YOU.

YEAH, WELL...

...I'VE HAD A HELL OF A DAY.

YOU WANNA TALK ABOUT IT?

I HOPE THIS DOESN'T SOUND TOO ARROGANT, BUT I DOUBT YOU'D UNDERSTAND. I'M JUST GOING TO GRAB A TABLE.

SUIT YOURSELF.

HIGH LIFE'S

THIS SEAT TAKEN?

I'D RATHER BE ALONE RIGHT NOW, THANKS.

YOU SURE, RITA?

YES, I'M...

AND HERE I THOUGHT WE WERE OLD FRIENDS, RITA.

DO I REALLY NEED MY SUIT AND MASK TO BE RECOGNIZED?

J... JACKAL?

CALL ME BEN.

BUT...BUT YOU'RE DEAD. THEY TOLD ME YOU...

DISSOLVED INTO A HEAP OF ASH, LOCKED IN COMBAT WITH THE OCTOPUS?

Y-YES...

RITA, COME ON. THE PLACE WAS FILLED WITH RAPIDLY DECOMPOSING BODIES.

"DOC OCK BROKE MY WEBWARE, SO OUR FRIENDLY NEIGHBORHOOD SPIDER-MAN'S STABILIZING SIGNAL WASN'T HELPING ME.

"I HAD TO GET OUT OF THERE, FIND SOMEONE WITH A WORKING WEBWARE.

"BUT I COULDN'T JUST LEAVE. IF SPIDEY KNEW I WAS ALIVE, HE'D NEVER STOP LOOKING.

"SO I SWALLOWED ALL THE STABILIZING PILLS I COULD TO BUY SOME TIME.

"I SWAPPED CLOTHES WITH ONE OF THE DEAD CLONES. *HE* DIDN'T NEED THEM.

"AND I LIBERATED ONE OF THE WEBWARE SHEEP OF HIS WATCH AND CAR, AND, VOILA!"

AND NOW YOU'RE HERE. HOW'D YOU KNOW I'D BE HERE--?

IT'S YOUR FAVORITE WATERING HOLE. YOU'LL FIND THERE'S NOT A LOT I DON'T KNOW ABOUT YOU.

BEN, I...

I THOUGHT WE WERE DOING GOOD WORK. I THOUGHT WE WERE HELPING PEOPLE.

INSTEAD, I'M BEING TREATED LIKE I'M SOME SORT OF...OF SUPER VILLAIN.

NEW U WAS DOING GOOD WORK. WE WERE HELPING PEOPLE--

WE WERE PLAYING GOD!

I DON'T KNOW IF YOU'VE BEEN PAYING ATTENTION, BUT GOD HASN'T BEEN PLAYING GOD FOR A LONG, LONG TIME. NATURE ABHORS A VACUUM. SO WE STEPPED IN.

IT WAS WRONG. WE LIED, WE DECEIVED, WE SCREWED WITH PEOPLES' EMOTIONS, AND IT WAS WRONG. IT WAS INHUMANE.

SO IS GOD. AT LEAST WE'RE CONSISTENT.

I NEED MONEY.

EXCUSE ME?

IT'S HARD TO MAKE A WITHDRAWAL FROM THE BANK WHEN I'M SUPPOSED TO BE DEAD. I'VE GOT NOTHING EXCEPT THE CLOTHES ON MY BACK. I NEED TO GET OUT OF TOWN.

I JUST NEED A LOAN...

MILLER HIGH

BEN, I HAVE ENOUGH MONEY TO PAY MY BILLS. MAYBE. I'M NOT RICH.

YOU SURE?

YES, I'M S--

RITA CLARKSON?

YES?

REMEMBER US, DR. CLARKSON?

I CAN'T SAY THAT I--

OH, GOD. MR. D'LANDO.

LEO D'LANDO. THAT'S RIGHT. AND YOUR COMPANY SAVED MY WIFE, NIKKI.

WHO WAS ALSO MY SISTER.

EXCEPT YOU *DIDN'T* SAVE HER, DID YOU?

BUZZ BEER

MILLAR

SAMMY

DR

THAT WASN'T NIKKI AT ALL. IT WAS SOME...*THING.* A COPY. AND IT DISSOLVED, BUBBLING AND HISSING, RIGHT IN THE LIVING ROOM.

OUR PARENTS SAW IT. THE FAMILY DIDN'T APPRECIATE THAT.

COME WITH US, DOCTOR.

NOW LISTEN...

I SWEAR TO GOD, RITA, COME WITH US OR WE'LL DO YOU IN RIGHT HERE IN THE BAR.

H-HOW DID YOU EVEN KNOW I WAS HERE--?

SOURCES. NOW COME WITH US. OR DIE HERE. UP TO YOU.

GET OUT.

YOU DON'T HAVE ANYTHING TO SAY ABOUT IT, FELLA.

OH, YOU'D BE *AMAZED* WHAT I HAVE TO SAY.

UNHHH!

WAAAAM

SAMMY'S

NICE TRY.

BUT IT WAS ONLY A TRY. AND ONE IS ALL YOU GET.

WAIT... THAT...THAT VOICE... YOU'RE...

YOU'RE THE GUY... WHO TOLD US WE'D...

RIGHT.

BUZZ BEER

BLAAAM

URKHHH--!

AW, CRAP!

UNNFFF!

LET'S GET OUT OF HERE. WE'VE GOT TO GET YOU OUT OF HERE--

WHAT'RE YOU TALKING AB--?

JUST GONNA GRAB SOMETHING FIRST.

FIGURES.

WELL, RITA, IT'S BEEN GREAT. I'LL TRY TO STAY IN TOUCH.

WAIT. COME WITH ME.

WHERE?

BANK

PARKING

DR. CLARKSON, YOU REALIZE BY WITHDRAWING YOUR IRA FUNDS NOW, YOU'LL BE TAKING A CONSIDERABLE LOSS IN--

I KNOW AND I DON'T CARE. THIS IS AN EMERGENCY.

YOU SAID YOU KNEW SO MUCH ABOUT ME. GUESS YOU DIDN'T KNOW ABOUT THE MONEY I HAD STASHED AWAY.

ABSOLUTELY I DID. THEN I TOLD THOSE GUYS WHERE TO FIND YOU SO I COULD BEAT THEM UP AND GET YOU TO REWARD ME.

RIGHT, SURE. HA HA.

THIS IS JUST A LOAN.

YOU JUST SAVED MY LIFE. THIS IS *REPAYMENT*.

ALWAYS WANTED TO DO THAT.

WH-WHERE ARE YOU GOING?

I THOUGHT I'D HIT BROADWAY.

SO, YOU'RE HEADING TO NEW YORK?

THERE'S MORE THAN ONE BROADWAY. SO LONG, RITA.

SO LONG... BEN.

ONE BIG, HAPPY FAMILY!

WHEN ATTENDING A SCIENTIFIC DEMONSTRATION, CINDY MOON WAS BITTEN BY A RADIOACTIVE SPIDER. AS A RESULT, SHE DEVELOPED ADHESIVE FINGERTIPS AND TOES, THE PROPORTIONAL STRENGTH OF A SPIDER, SUPERHUMAN SPEED AND AGILITY, AND SPECIAL ORGANIC WEBBING THAT'S WOVEN DIRECTLY OUT OF HER FINGERTIPS. AFTER BEING LOCKED AWAY IN A BUNKER FOR TEN YEARS, CINDY WAS SET FREE AND BECAME THE CRIME-FIGHTING SUPER HERO...

SILK

WARNING! THE EVENTS OF THIS STORY TAKE PLACE AFTER ***THE CLONE CONSPIRACY #2***! IF YOU HAVEN'T READ IT, PROCEED AT YOUR OWN RISK!

AS SILK, CINDY MOON HAS SAVED HER BROTHER FROM RUNNING WITH A VIOLENT GANG, AND HAS RESCUED MOTHER AND FATHER FROM A YEARS-LONG WAR IN THE DANGEROUS PARALLEL DIMENSION CALLED THE ***NEGATIVE ZONE.***

IN HER CIVILIAN LIFE, CINDY HAS GOTTEN A JOB WORKING AT THE FACT CHANNEL, A CABLE NEWS NETWORK RUN BY J. JONAH JAMESON, WHO HAS BEEN ON-EDGE FOR DAYS AS A RESULT OF THE RECENT DEATH OF HIS FATHER.

CINDY'S EVEN REKINDLED THINGS WITH HER HIGH SCHOOL BOYFRIEND, HECTOR, WHO HAS MYSTERIOUSLY BEEN CAUGHT BETWEEN LIFE AND DEATH, AND IS MOONLIGHTING AS THE HAUNTING HERO, ***SPECTRO!***

THINGS ARE GOING GREAT. REALLY.

SO, THIS IS WHAT IT FEELS LIKE...

...TO HAVE EVERYTHING YOU WANT.

I'LL TAKE IT.

AND HOPE AGAINST HOPE...

...THAT IT LASTS.

SO WHAT'S SO GOOD? WELL...

...I'M BACK TO BEING A FULL-TIME GOOD GUY AFTER BEING A PART-TIME BAD GUY.

WORKING UNDERCOVER WITH BLACK CAT DIDN'T QUITE PAN OUT THE WAY I THOUGHT IT WOULD...

FACT CHANNEL

BLACK CAT

PROFILE

11:00 NEWS SPECIAL OBLIN NA

FACT CHANNEL

...SHE'S STILL OUT THERE. STILL BAD.

BUT I DID ENOUGH DAMAGE THAT MY FORMER HANDLER DID ME A SOLID...

...AND SET MY FAMILY UP WITH A PLACE TO CRASH WHILE THEY GET BACK ON THEIR FEET.

YEAH.

THEY'RE BACK.

ALL OF THEM.

AND SO IS MY RECENTLY SINGLE-- BUT ALSO PARTIALLY DECEASED-- EX-BOYFRIEND, HECTOR.

A.K.A. SPECTRO.

SO, YEAH. LIFE?

IS FINALLY GOOD.

THEN WHY...

...DO I FEEL SO ALONE?

TEMPORARY HOME OF THE MOON FAMILY. NOW.

CINDY? CINDY?!

DID SHE EVEN COME HOME LAST NIGHT?

BEING A SUPER HERO AND HAVING A DAY JOB TAKES UP A LOT OF TIME, SWEETHEART--

WE'VE BARELY SEEN HER AT *ALL* THIS WEEK.

IT'S JUST GOING TO TAKE TIME, NARI.

WE *ALL* NEED TIME TO ADJUST.

HEY, CINDY, IT'S DR. SINCLAIR AGAIN. JUST REACHING OUT TO RESCHEDULE THE APPOINTMENT YOU CANCELED LAST WEEK. WE CAN ALSO DO A PHONE SESSION IF THAT WORKS BETTER.

YOU CAN REACH ME ANYTIME AT--

THE FACT CHANNEL.

FACT CHANNEL

JUST BECAUSE I'M IN SAN FRANCISCO DOESN'T MEAN YOU *SLACKERS* GET TO TAKE THE DAY OFF...

...IN FACT, THIS *NEW U* STORY IS SO BIG--

HEY, CIN--HOW WAS YOUR WEEKEND?

WHAT? OH, HEY LOLA. IT WAS... BUSY.

--I'M GONNA NEED A VOLUNTEER TO COME OUT HERE AND DO SOME FIELDWORK.

ANALOG! YOU'LL DO. TALK TO H.R. AND BOOK YOUR TRAVEL. I WANT YOU ON THE NEXT PLANE OUT HERE.

YOU'RE GOING TO SAN FRAN?

CIN, SHOULDN'T YOU BE SPENDING TIME WITH--

I GOTTA GET PACKING! WE'LL HANG WHEN I GET BACK, OKAY?

I'M FINE.

I'M FINE.

I'M FINE.

NO. YOU'RE NOT.

BUT I GET IT.

YOU DO?

I THINK SO. MAYBE? NOT REALLY.

WHERE YA HEADED?

SAN FRANCISCO.

HAVE YOU EVER BEEN ON A PLANE BEFORE?

NO. I'VE TRAVELED TO OTHER DIMENSIONS, BUT I'M ACTUALLY NERVOUS ABOUT GETTING ON A PLANE.

IS THAT WEIRD?

YEAH. THAT *IS* WEIRD.

BUT SO ARE YOU.

C'MON. I'LL KEEP YOU COMPANY ON THE PLANE.

CAN GHOSTS FLY?

LET'S FIND OUT.

I'M FINE.
I'M FINE.
I'M FINE.
INSIDE VOICE...
DUDE. I THOUGHT YOU WERE GONNA STAY OUTTA--
I FOCUSED MY FORM FOR THE FLIGHT.
NOBODY BUT *YOU* CAN SEE OR HEAR ME.
ONE OF THE MANY ADVANTAGES OF BEING A GHOST.
FIGURED YOU COULD USE SOME MORAL SUPPORT.
I CAN'T HOLD YOUR HAND, SO THIS WILL HAVE TO DO...
...OKAY, CIN. HERE WE GO. LET'S SEE IF I STAY IN ONE--
--PLACE!

SORRY! WASN'T USED TO THE SPEED. I'VE ONLY TRAVELED IN THIS FORM ON CROSSTOWN TRAINS.

THANKS. THANKS FOR COMING WITH ME.

HEY, I ALWAYS WANTED TO GO ON A TRIP WITH YOU.

WE USED TO GO ON BUS TRIPS FOR GAMES.

I MEANT JUST THE TWO OF US.

IT'S NEVER TOO LATE, RIGHT?

I HOPE NOT.

TOGETHER.

WHO IS SHE TALKING TO?

BEATS ME. MAN, I HATE HIPSTERS.

CAN I ASK YOU SOMETHING?

SURE.

YOU JUST NEED TIME, RIGHT?

TIME FOR...?

TIME TO GET USED TO HAVING THINGS GO YOUR WAY FOR ONCE.

OH. YEAH. I...I JUST NEED TIME.

GOOD. AS LONG AS YOU'RE NOT RUNNING FROM STUFF, RIGHT?

RIGHT...

SAN FRANCISCO!

YOU'RE *LATE*, ANALOG, GET TO MY SUITE AS SOON AS YOU'RE CHECKED IN. GOT IT?!

YESSIR.

SO, HERE'S A WEIRD QUESTION.

TAXI

DO YOU LIKE YOUR JOB? BECAUSE YOUR BOSS SEEMS LIKE A--

JONAH'S OKAY. I MEAN, HE'S ALWAYS BEEN NICE TO ME.

IN A REALLY MEAN, AGGRESSIVE WAY.

SOUNDS CHARMING.

LOOK, HE'S GOING THROUGH A TOUGH TIME.

HE JUST LOST HIS FATHER.

HE'S BURYING HIMSELF IN WORK.

SOUNDS FAMILIAR.

WOW. THIS IS *REALLY* SMALL.

DON'T WORRY, I'LL SLEEP IN THE SHOWER.

NOT THAT I SLEEP.

I GOTTA RUN. WE'LL HANG OUT LATER?

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YOU GOT IT.

SO, THEY'RE BACK. ALL OF THE MOON FAMILY IS SAFE AND SOUND?

UM, YEAH, IT'S AMAZING. I--

THAT...THAT'S WONDERFUL NEWS, CINDY.

UM, IS IT JUST ME...OR IS J. JONAH JAMESON ACTUALLY HUGGING ME RIGHT NOW?

THERE'S NOTHING MORE IMPORTANT THAN FAMILY.

NOTHING!

YEAH...

IF I HAD KNOWN THEY WERE BACK, I WOULDN'T HAVE DRAGGED YOU OUT TO THE WEST COAST.

THAT'S OKAY. THEY'RE STILL GETTING SETTLED BACK INTO THINGS.

I WANT TO HEAR ALL ABOUT THIS, BUT I'M LATE FOR, UH, UM, A DINNER.

TYPE THESE NOTES UP AND WE'LL CATCH UP LATER, ALL RIGHT?

SERIOUSLY...DID HE JUST HUG ME?!

"I'M WORRIED..."

I KNOW YOU'RE WORRIED, MOM.

HOW?

YOU PACE WHEN YOU'RE WORRIED.

Off to San Francisco for my day job. Back soon.

Love, Cindy

I THINK SOMETHING IS WRONG.

SOMETHING IS WRONG.

OUR LIVES ARE CRAZY. NONE OF THIS IS NORMAL. OR WHAT WE HOPED WOULD HAPPEN. OR WHAT WE *WANTED* TO HAPPEN.

BUT... WE'RE TOGETHER NOW.

MAYBE NOT ALL IN ONE PLACE, BUT WE'RE *TOGETHER.* AND THAT'S ALL THAT MATTERS.

WHEN DID YOU GET SO SMART, ALBERT?

TWO SUMMERS AGO. RIGHT BEFORE I JOINED A *GANG.*

YOU'RE GROUNDED FOR THAT, BY THE WAY.

"I'M GONNA HAVE TO GET A SECOND OPINION ON THAT GROUNDING FROM DAD."

"WHERE *IS* YOUR FATHER?"

"OUT FOR ANOTHER ONE OF HIS WALKS..."

I DON'T UNDERSTAND. YOUR BOSS WAS ACTUALLY *NICE* TO YOU, AND THAT HAS YOU *SUSPICIOUS?*

SOMETHING'S WRONG. I CAN FEEL IT.

LIKE, SILK-SENSE FEEL IT, OR--

LIKE, LIZARD BRAIN, INSTINCT FEEL IT.

HE'S LEAVING. WE HAVE TO FOLLOW HIM.

I CAN'T GO OUT THERE LOOKING LIKE I NORMALLY DO. *SILK* IS EAST COAST.

TIME FOR A WEST COAST RE-DO.

WELL?
I LIKE IT.
SILKWORM
IS BORN!
WHAT? NO. THE IDEA IS TO HIDE MY IDENTITY. NOTHING TO DO WITH SILK, OR SPIDERS, OR--
MAN, SILKWORM, YOU REALLY OVERTHINK THINGS.
STOP. CALLING. ME. SILKWORM.
Y'KNOW, I KINDA MISS SILK, SILKWORM.
YOU ARE THE WORST. WHY DID I INVITE YOU OUT HERE?
BECAUSE YOU KNOW DEEP DOWN I HAVE NOTHING BUT LOVE FOR SILKWORM.
MAN, SILKWORM IS FAST.
SHUT. UP!
JAMESON WENT TO A FLORIST. GOT HIS HAIR CUT.
JONAH, WHAT ARE YOU UP TO?
AND WHAT DOES IT HAVE TO DO WITH NEW U?
I KNOW WE JUST MET, SILKWORM, BUT YOU KNOW I CAN WALK THROUGH WALLS, RIGHT?
-SIGH-
BREAKING AND ENTERING. OLD HABITS, HUH...
NEW U

"...LET'S HAVE SOME FUN."

NEW

WE CAN COVER MORE GROUND IF WE SPLIT UP.

EVEN SILKWORM KNOWS SPLITTING UP IS ALWAYS A BAD IDEA.

SILKWORM SPEAKS IN THE THIRD PERSON? LAME.

DUDE.

USE THE AIR DUCTS. I'LL MEET YOU ON THE ROOF IN TWENTY.

WAIT, SPECTRO--

MAN, IF HE WASN'T SO CUTE...

TURNS OUT BREAKING THE LAW...

...IS JUST LIKE RIDING A BIKE.

WAIT...WHAT? IT...IT CAN'T BE.

THAT... THAT'S NOT POSSIBLE...

...JONAH'S WIFE IS *DEAD*...

OH, MAN...

...WHY DO YOU ALWAYS HAVE TO BE RIGHT, CINDY?

INTRUDER ALERT!

SPECTRO? SPECTRO?

OH, MAN...

...WHY DO I ALWAYS HAVE TO BE RIGHT?

CASE IN POINT.

GAH!

WHAT IS THIS, *NIGHT OF THE LIVING DEAD* NIGHT?

I'M NOT A ZOMBIE, KID.

I AM THE ONE AND ONLY...

SPIDER-WOMAN!

THE CLONE CONSPIRACY #4 ✱ VARIANT BY **MARK BAGLEY**, **JOHN DELL** & **RICHARD ISANOVE**

ENSNARED AND ENTRAPPED BY

SPIDER WOMAN!

THE PERSON BEATING ME UP? THAT'S *SPIDER-WOMAN.*

NOT THE SPIDER-WOMAN THAT'S MY PAL. NOPE.

THIS ONE.

MATTIE FRANKLIN WAS HER NAME.

I SAY *WAS* BECAUSE SHE'S SUPPOSED TO BE *DEAD.*

AS YOU CAN SEE, THOUGH, SHE'S VERY MUCH ALIVE...

...AND TRYING TO MAKE ME *UN*-ALIVE.

AWESOME.

THIS, *UH,* THIS IS ALL JUST A MISUNDERSTANDING.

THE NIGHT SHIFT

MISUNDERSTANDING, HUH?

YOU'RE TRESPASSING, AND I'M PRETTY SURE THE WEBBED-UP SECURITY CAMERAS MEAN YOU AIMED TO BREAK AND ENTER.

HOW MISUNDERSTOOD DOES *THAT* SOUND?

SHE'S NOT WRONG. ALSO, SHE'S SUPER STRONG.

I CAME HERE TO THE *NEW U* OFFICES WITH SPECTRO, A.K.A. HECTOR CERVANTEZ, MY EX-BOYFRIEND AND NOW PARTNER IN CRIME.

IT'S AN IDIOM-- WE'RE THE *GOOD* GUYS!

FOR SERIOUS.

FAIR POINTS.

BUT IF I MAY COUNTER...

...YOU WORK FOR *NEW U*. THAT'S WEIRD, SINCE YOU'RE SUPPOSED TO BE DEAD.

ALSO WEIRD? THERE'S OTHER SUPPOSED-TO-BE-DEAD PEOPLE INSIDE *NEW U*.

LIKE THE FORMERLY DECEASED WIFE OF MY BOSS, J. JONAH JAMESON.

SO, YEAH. I BROKE, I ENTERED. BUT YOU AND *NEW U*?

YOU GOT SOME 'SPLAININ' TO DO.

I REALLY DIDN'T MEAN FOR ALL THAT TO RHYME.

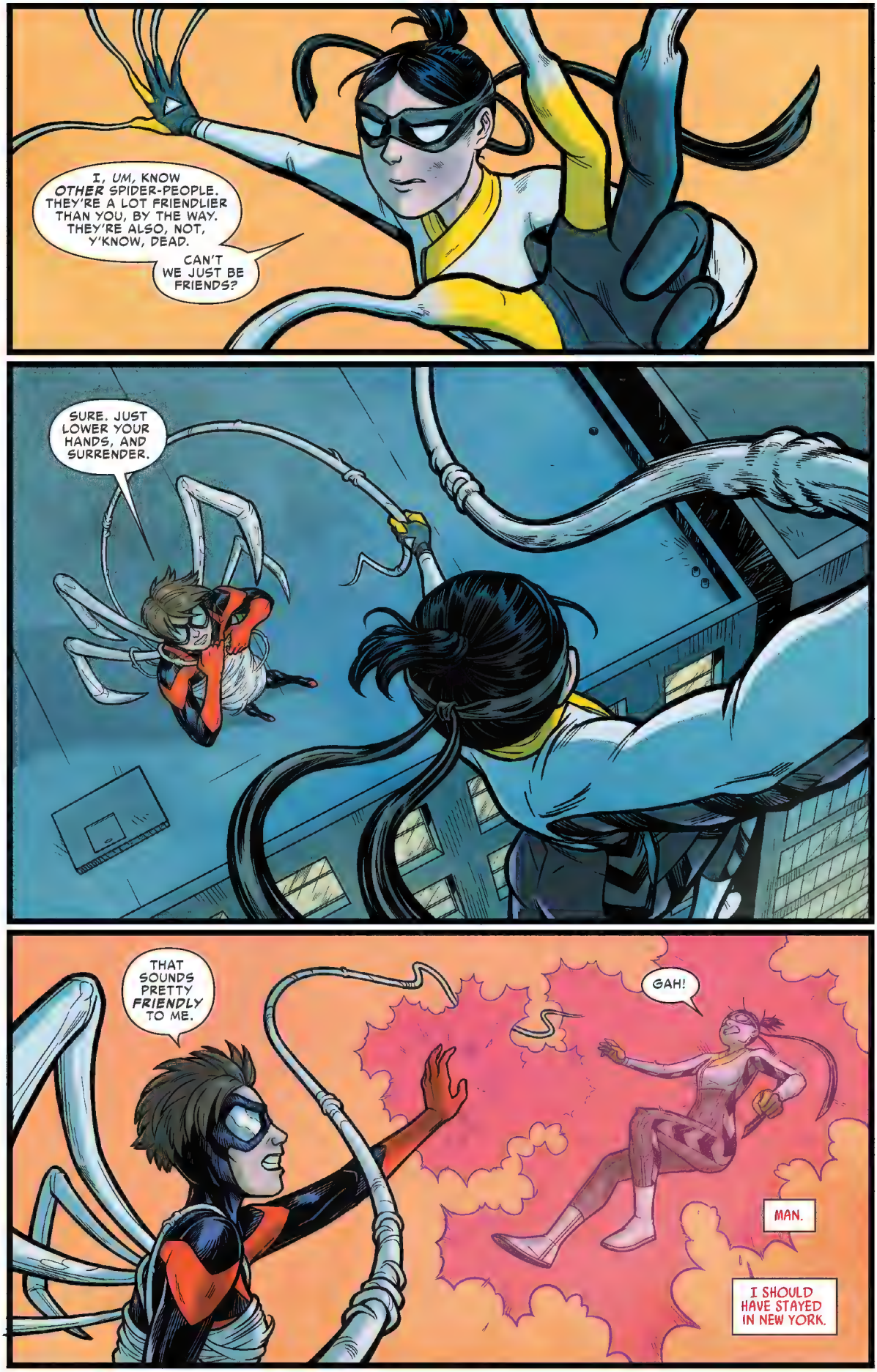
THAT...I MEAN... THAT ACTUALLY *IS* A MISUNDERSTANDING.

OKAY, THAT ONE HURT.

I REALLY HOPE SPECTRO IS DOING BETTER THAN ME.

A ROOM FULL OF GENERIC CLONE BODIES IN GIANT TEST TUBES. THAT'S NOT TROUBLING. NOPE, NOT EVEN A LITTLE--
INTRUDER ALERT!
TIME TO GO.
WHAT THE-- CAN'T PHASE THROUGH!
I'M AFRAID YOU'RE NOT GOING ANYWHERE.
WHOA. HEY! I CAN EXPLAIN!
YOU CAN EXPLAIN HOW YOU CAN CHANGE YOUR FORM IN THIS MANNER? WELL...

...I'M ALL EARS.


I, UM, KNOW OTHER SPIDER-PEOPLE. THEY'RE A LOT FRIENDLIER THAN YOU, BY THE WAY. THEY'RE ALSO, NOT, Y'KNOW, DEAD.
CAN'T WE JUST BE FRIENDS?
SURE. JUST LOWER YOUR HANDS, AND SURRENDER.
THAT SOUNDS PRETTY FRIENDLY TO ME.
GAH!
MAN.
I SHOULD HAVE STAYED IN NEW YORK.

NEW YORK. 2:00 A.M.
THE TEMPORARY MOON RESIDENCE

BACK FROM ANOTHER WALK, DAD?

HELPS CLEAR MY HEAD.

I DIDN'T MEAN TO WAKE--

YOU DIDN'T. I COULDN'T SLEEP EITHER. YOU OKAY?

I'M *PERFECT.* YOUR MOM FOUND A JOB, AND I FOUND US A NEW PLACE. AND MORE IMPORTANTLY: I'M WITH YOU.

NOW.

WHAT'S ON *YOUR* MIND?

CINDY. SHE DIDN'T ANSWER MY TEXTS TONIGHT.

I DUNNO. MAYBE SHE BECAME A WEST COAST AVENGER, OR SOMETHING.

LISTEN TO ME. I KEEP TELLING MOM NOT TO WORRY, BUT HERE I AM DOING JUST THAT.

ALBERT... WHAT DO YOU THINK ABOUT CINDY BEING A SUPER HERO?

I THINK IT'S GREAT. IT'S JUST... *SCARY.*

HOW ABOUT YOU? I'VE HAD TIME TO ADJUST, BUT YOU GUYS--

I KEEP THINKING ABOUT WHY YOUR MOTHER AND I WENT TO THE NEGATIVE ZONE. WHY WE ALMOST LOST EVERYTHING.

DAD, YOU DIDN'T--

IT WAS TO FIND A CURE FOR CINDY.

RIGHT, BUT THAT WAS JUST TO GET THE INHERITORS* OFF HER TAIL. THEY'RE GONE. SHE DOESN'T NEED A CURE ANYMORE. RIGHT?

*AS SEEN IN THE THRILLING PAGES OF *SPIDER-VERSE.* --ALLISON

WITH POWERS LIKE HERS, THERE'S ALWAYS GOING TO BE *SOMETHING.*

I FOLLOWED YOUR MOTHER BECAUSE I THOUGHT A CURE WOULD *FREE* CINDY.

AND PART OF ME BELIEVES IT *STILL* WOULD.

STAY DOWN. STAY--
DUDE.
OKAY. FINE. YOU'RE RIGHT. I WAS DEAD.
BUT NEW U...
...THEY BROUGHT ME BACK.
I KNEW YOU WERE A ZOMBIE.
DUDE...

WHAT ARE YOU--

JUST TESTING.

THE KICK YOU LANDED FIVE MINUTES AGO WASN'T PROOF ENOUGH?

POKE POKE

OKAY. WHAT'S THE CATCH?

THERE IS NO CATCH.

BELIEVE ME, THERE'S *ALWAYS* A CATCH.

NO CATCH.

JUST A SECOND CHANCE.

TELL ME...

...IF YOU HAD A SECOND CHANCE AT LIFE, WOULDN'T YOU TAKE IT?

OKAY. SHE'S GOT ME THERE.

BUT THERE'S GOT TO BE A CATCH. THERE'S *ALWAYS* A CATCH.

YOU CAN PHASE THROUGH ATTACKS. INHUMAN? NANOTECH? SOME KIND OF--

UM, C. ALL OF THE ABOVE...?

LOOK, IT WAS NICE MEETING YOU.

THOUGHT YOU WERE *DEAD*, BUT I GUESS THAT WOULDN'T HOLD A GUY LIKE YOU BACK LONG.

ANYWAY, GOOD TALK. I GOTTA GO.

FASCINATING.

ACCORDING TO MY ANALYSIS, YOU ARE *NONE* OF THE ABOVE. YOU ARE A *GHOST*.

YOU GOT ME. BUT YOU ARE A DOCTOR OF OCTOPI, NOT A BUSTER OF GHOSTS, SO IF YOU'LL EXCUSE ME--

GGGAHHHH!

THANK YOU...

...ELECTRO!

MY PLEASURE, DOC.

WHO IS THIS GUY?

LET'S FIND OUT.

LOOK, *NEW U* IS GOING TO EXPLAIN EVERYTHING. IN DUE TIME...

WHERE HAVE I HEARD *THAT* BEFORE?

ALTHOUGH SOMETHING TELLS ME YOU'RE A GOOD GUY.

SOMETHING *ALSO* TELLS ME YOU HAVE TRUST ISSUES.

I'M NOT THROWING STONES. I'M THE SAME WAY.

BUT IF YOU KNEW ME, THEN YOU'D KNOW I WAS A GOOD GUY, TOO.

I STILL AM. SO, PLEASE.

STAND DOWN.

SOMETHING IS WRONG HERE. BUT I DON'T THINK SHE'S LYING TO ME.

LISTEN TO ME. "HEY, THE ZOMBIE LADY SEEMS NICE, I GUESS I'LL GO HOME NOW."

DAMMIT.

I DIDN'T COME HERE ALONE.
YEAH, I KNOW.
YOU DO?
WE DETECTED TWO INTRUDERS. I WAS SENT TO DEAL WITH YOU. BUT ACCORDING TO SECURITY...
...WHOEVER BROUGHT YOU TO THIS PARTY LEFT WITHOUT YOU.
HERE. SEE FOR YOURSELF.
NOW. YOU WANT A TOUR? YOU'RE WELCOME ANY TIME. JUST KNOCK ON THE FRONT DOOR.
AND TAKE OFF THE MASK.
HECTOR WOULDN'T BAIL UNLESS HE WAS IN TROUBLE. AND HE'S A GHOST, SO IT'S NOT LIKE THEY CAN CATCH HIM.
CRAP.
THIS ISN'T OVER.
SERIOUSLY, WHY DIDN'T I JUST STAY IN NEW YORK?

MIDTOWN 2:30 A.M.

EARTH TO RAFFERTY, COME IN RAFFERTY.

I'M SORRY, LOLA. I'M SORRY.

YOU'VE BEEN IN THE CLOUDS THE LAST TWENTY BLOCKS.

I KNOW. I KNOW. WHERE EVEN ARE WE? *UGH*, I'M A FAIL AT DATE NIGHT.

YOU'RE NOT A FAIL. JUST TELL ME WHAT'S ON YOUR MIND, ALREADY.

SOMETHING IS OFF WITH JONAH. HE'S BEEN LEAVING FILES OPEN, BUT CLOSING OTHER THINGS. AND THEN THERE'S CINDY. SHE GETS HER FAMILY BACK AND THEN DISAPPEARS. AND NOW THEY'RE BOTH INTO THIS ***NEW U*** THING, AND SOMETHING IS SKETCHY ABOUT THEM, AND I JUST FEEL LIKE--

OKAY, ***STOP.***

YOU WANNA KNOW WHAT'S GREAT ABOUT ME? I ***KNEW*** WHAT WAS ON YOUR MIND ALREADY. AND THAT'S WHY I BROUGHT YOU...

...TO ***WORK.*** ON DATE NIGHT.

YOU REALLY ARE THE BEST.

C'MON, LET'S GO GET SOME ANSWERS.

FACT CHAN

SO, IT TURNS OUT SPIDER-WOMAN WAS RIGHT. I *DO* HAVE TRUST ISSUES. FORTUNATELY FOR ME...

THANK YOU, GUYS, SERIOUSLY.

HOTEL ITTY

...MY FRIENDS *DON'T*.

WE'LL KEEP DIGGING INTO *NEW U*, CIN.

I *KNEW* SOMETHING WAS OFF WITH THOSE GUYS!

GET SOME SLEEP FIRST, OKAY?

LET US KNOW IF YOU HEAR ANYTHING ABOUT YOUR EX, OKAY?

I WILL. THANKS.

YEAH. NO SIGN OF HECTOR. AND IT'S NOT LIKE GHOSTS HAVE CELL PHONES. MAYBE--WAIT, WHAT'S THAT--

KNOCK KNOCK

HECTOR--?!

MORNING, MR. JAMESON.

MORNING, ANALOG. READY TO GET BACK TO WORK?

ACTUALLY...

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MR. JAMESON, I'VE BEEN DOING SOME DIGGING INTO *NEW U.* THERE'S SOME STUFF THAT DOESN'T ADD UP.

HMM.

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COME WITH ME.

NOW.

DO YOU KNOW WHY I LIKE YOU, ANALOG?
SIR?
I LIKE YOU BECAUSE YOU SPEAK YOUR MIND. AND WHEN PUSH COMES TO SHOVE, YOU DO THE RIGHT THING.
NOW, I'VE *ALWAYS* SPOKEN MY MIND. BUT DOING THE RIGHT THING...
..I'D LIKE TO THINK I'VE *ALWAYS* DONE THE RIGHT THING.
BUT IT HASN'T ALWAYS COME EASY TO ME.
WHAT THEY'RE DOING AT *NEW U*...IT'S THE RIGHT THING, CINDY.
NEW U TECHNOLOGIES
IT *HAS* TO BE.

CURITY

NEW U IS A SAFE PLACE.

GUEST

THEY'RE DOING INCREDIBLE WORK HERE.

SOME OF IT MAY SEEM... STRANGE...BUT IT'S GOOD. IT'S SO VERY GOOD.

GIVEN ALL YOU'VE BEEN THROUGH RECENTLY, I HOPE...WELL, I HOPE YOU UNDERSTAND WHAT I'M ABOUT TO SHOW YOU.

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I'D LIKE YOU TO MEET...

GUEST

...MY *FAMILY.*

UM, HI. NICE TO MEET YOU.

GUEST

NEW U IS A SAFE PLACE.

THEY'RE DOING INCREDIBLE WORK HERE.

SHOOK

SOME OF IT MAY SEEM... STRANGE...BUT IT'S GOOD. IT'S SO VERY GOOD.

THERE. THAT'S BETTER. NOW...

SHOOK

...LET'S PUT THE GENIE BACK IN THE BOTTLE.

THE CLONE CONSPIRACY #5 ✱ VARIANT BY **MARK BAGLEY**, **JOHN DELL** & **RICHARD ISANOVE**

NEW U BETA SITE.
THE TRANS-AMERICA PYRAMID
SAN FRANCISCO, CA.

WHEN I WAS A KID, MY PARENTS TOOK US TO DISNEY WORLD EVERY SUMMER.

MY FAVORITE PART WAS EPCOT. I LIKED SEEING ALL THE DIFFERENT COUNTRIES.

AND THAT DRAGON WAS A *BOSS*.

ONE YEAR, I GOT LOST. EVERYONE FREAKED OUT LOOKING FOR ME.

I WAS MISSING FOR ALL OF FIFTEEN MINUTES. MY MOM SAID IT WAS THE WORST FIFTEEN MINUTES OF HER LIFE.

THEN I GOT LOCKED IN THE BUNKER FOR TEN YEARS AND THOSE FIFTEEN MINUTES DIDN'T LOOK SO BAD.

WE RODE EVERY RIDE THAT YEAR. I MET EVERY CHARACTER. ATE ALL THE SNACKS.

BUT THE THING I REMEMBER THE MOST...

...WAS HOW HAPPY WE WERE ONCE MY FAMILY FOUND ME, AND WE WERE ALL TOGETHER AGAIN.

I MISSED MY FAMILY.

AND JONAH MISSED HIS.

BUT UNLIKE ME, HE'S MAKING UP FOR LOST TIME, AND I'M HERE AVOIDING THE PEOPLE I CARE ABOUT MOST.

GUEST

THEN AGAIN, JONAH'S FAMILY ARE ACTUALLY ***CLONES***. SOOO...

PLUSSES, MINUSES.

BUT, YEAH. ***CLONES***. THAT'S WHAT'S HAPPENING AT NEW U. THEY'RE MAKING CLONES. OF DEAD PEOPLE.

"COME OUT TO THE COAST, WE'LL GET TOGETHER, HAVE A FEW LAUGHS."

I REALLY, REALLY, REALLY SHOULD HAVE STAYED IN NEW YORK.

--SO, I KNOW IT'S COMPLICATED, AND IT MAY NOT MAKE SENSE, BUT...YOU CAN SEE THAT WHAT ***NEW U*** IS DOING IS IMPORTANT, AND MORE THAN THAT: IT'S SAFE.

I APPRECIATE THE TOUR, MR. JAMESON.

I GUESS... I GUESS I'M USED TO STRINGS BEING ATTACHED TO THIS KIND OF THING.

GUEST

THERE ARE NO STRINGS ATTACHED TO HAPPINESS, ANALOG.

I WOULDN'T KNOW...

LISTEN TO ME, KID. I...I'VE LOST A LOT.

SEEING MY WIFE ALIVE AGAIN WAS OVERWHELMING.

I HAVE SO MUCH TO MAKE UP TO HER. SO MUCH TO MAKE RIGHT.

AND THEN MATTIE...

WHEN SHE DIED, I NEVER EVEN GOT TO SAY A PROPER GOODBYE TO HER.

BUT NOW I DON'T *HAVE* TO SAY GOODBYE.

BECAUSE THERE ARE NO MORE GOODBYES HERE.

I...I HAVE TO GO WITH MY WIFE FOR HER CHECKUP. CINDY...

THANK YOU FOR HEARING ME OUT. I...I HOPE YOU UNDERSTAND NOW.

NOW, MATTIE, CAN YOU SHOW MS. MOON HERE THE BEST PART OF THIS FACILITY?

YOU GOT IT, JONAH.

GUEST

ALL RIGHT, *MS. MOON*...

...LIKE I PROMISED YOU LAST NIGHT UP ON THE ROOF, NOW THAT YOU'RE HERE...

...WITHOUT A MASK ON. I GUESS I OWE YOU A FULL TOUR.

UM, DID SHE JUST, UH, ARE WE GONNA-- THIS IS BAD, RIGHT?

UH, I, UH, DON'T KNOW WHAT YOU'RE TALKING ABOUT?

WHAT ROOFTOP?

ARE YOU EVEN TALKING TO *ME?*

STOP ENDING SENTENCES WITH QUESTION MARKS, YOU DOPE!

DON'T PLAY DUMB. WE BOTH KNOW WHAT HAPPENED LAST NIGHT.

I RAN THE SECURITY CAMERA FOOTAGE OF OUR ROOFTOP DANCE THROUGH EVERY DATABASE I COULD FIND, AND FOUND NO RECORD OF YOU.

I ASSUME LAST NIGHT WAS YOUR SUPER HERO DEBUT?

RIGHT. SHE MET ME AS ***SILKWORM.*** YOUR DUMB NICKNAME SAVED THE DAY, HECTOR. SORT OF.

UH, YEAH. SO.

DO WE HAVE TO FIGHT NOW?

HERE'S WHAT I KNOW: JONAH CARES ABOUT YOU. AND SINCE HE DOESN'T CARE ABOUT MUCH, THEN YOU *MUST* BE WORTH CARING ABOUT, TOO.

SO WE HAVE A TRUCE. FOR NOW.

SOMETHING ABOUT THIS PLACE BOTHERS YOU, TOO, DOESN'T IT?

YEAH...

THERE ARE A LOT OF EYES AND EARS HERE. LET'S GO SOMEPLACE I KNOW WE WON'T BE WATCHED. OR HEARD.

I'M HAPPY TO BE, Y'KNOW, NOT DEAD.

BUT THERE ARE SOME OF US WHERE...

...SOMETHING SEEMS *OFF.*

YOU MEAN, APART FROM THE FACT THAT THEIR VERY ***EXISTENCE*** DEFIES THE LAWS OF NATURE?

APART FROM *THAT,* YES.

SOMETIMES THEIR BEHAVIOR GETS ***ERRATIC.*** LIKE A GLITCH. AND WHEN THAT HAPPENS...

...THEY ***DISAPPEAR.***

DID YOU TELL ANY OF THIS TO JONAH?

I'VE TRIED, BUT HE'S JUST SO HAPPY. ALL HE CAN SEE IS HIS WIFE AND ME. ALIVE.

AND WHEN I ASK THE DOCS ABOUT WHERE THE ERRATIC ONES HAVE GONE, I'M TOLD THEY'VE BEEN RELEASED OUT TO THE WORLD. TO THEIR FAMILIES. THAT'S THE PROMISE THEY MAKE TO ALL OF US.

THEY EXPECT US TO BELIEVE THAT THOSE OF US WHO SUFFER FROM THESE AFFLICTIONS ARE TREATED AND ***RELEASED?*** AWAY FROM THE JACKAL'S LOVING GAZE? I DON'T BUY IT.

BECAUSE YOU'RE THE ONLY ONE WHO'S LISTENED. MAYBE I'M JUST BEING PARANOID. MAYBE *THAT'S* MY GLITCH.

I WANT TO BELIEVE ***NEW U*** IS DOING GOOD THINGS HERE.

BUT SOMETHING YOU SAID LAST NIGHT GOT TO ME.

I DON'T THINK ***ANYONE'S*** BEEN RELEASED FROM THIS FACILITY.

TO BE FAIR, *YOU* WERE UP ON THE ROOF.

THAT'S THE EXTENT OF MY PRIVILEGE. THEY KNOW WHO I AM, WAS, WHATEVER. SO ***SPIDER-WOMAN'S*** BEEN TASKED WITH HELPING TO KEEP AN EYE ON THIS PLACE. AND I'M NOT ALONE. ***OTHERS*** HAVE BEEN GIVEN SPECIAL PERMISSIONS TO GO OUTSIDE OR LEAVE THE GROUNDS, EVEN.*

*INCLUDING HOBIE BROWN! CHECK OUT ***PROWLER #1,*** TRUE BELIEVERS! --DEVIN

BUT NONE OF US HAVE ***GLITCHES.***

WHY ARE YOU TELLING ME ALL THIS?

THERE'S ***ALWAYS*** A CATCH.

WHAT... WHAT IS THIS PLACE?
THEY CALL IT "HAVEN." A PLACE TO KEEP US HAPPY.
THE JAMESONS WANT TO MOVE HERE.
JONAH HAS A ROOM SAVED JUST FOR ME.
HOW IS THIS POSSIBLE?
KHIAL
AND WHY ARE MY SILK-SENSES RAGING?
I SHOULD BE GRATEFUL TO BE ALIVE...BUT LOOK AROUND. THIS ISN'T RIGHT, IS IT?
I FEEL LIKE I'M IN ANOTHER DIMENSION. AND I'VE ACTUALLY BEEN TO OTHER DIMENSIONS.
ARE WE IN ANOTHER DIMENSION?
I WISH.
LALA CAFE

I REMEMBER DYING, AND I'D LIKE TO AVOID DOING THAT AGAIN. SO IF SOMETHING'S UP, I WANNA KNOW ABOUT IT. NOT JUST FOR ME, BUT FOR THE JAMESONS, TOO.
I'M HOPING WE CAN GET TO THE BOTTOM OF THIS TOGETHER, STARTING WITH LAST NIGHT.

YOU SAID YOU DIDN'T COME ALONE.
I DIDN'T. BUT YOU DID A HEAD COUNT, RIGHT?
I DID. CAME UP EMPTY. BUT NOW, THIS MORNING, HAVEN'S POPULATION HAS GROWNBY EXACTLY ONE.
MALT SHOPPE

I DID A LITTLE RESEARCH ON OUR NEWEST RESIDENT. DIDN'T FIND MUCH, BEYOND A COUPLE OF DETAILS...
FOUND THE DATE OF HIS *DEATH* FIRST.

AND YOU'LL NEVER GUESS WHO HE WENT TO HIGH SCHOOL WITH...

HI, CIN.

YOU... YOU SEE HIM, TOO, RIGHT?

YEAH. HE'S CUTE.

IS HE... ARE YOU... CAN I--

HE'S REAL.

HECTOR IS REAL.

I CAN HOLD HIM.

BUT...

...WHAT'S THE CATCH?

DOES THIS BODY MAKE ME LOOK FAT?

SHUT. UP. FOREVER.

GUEST

SO YOU TWO DO KNOW EACH OTHER, THEN?

UM. YEAH. MATTIE, THIS IS HECTOR, HECTOR, THIS IS MATTIE.

GREAT TO MEET YOU, MATTIE. IS THERE A SECRET HANDSHAKE OR--

NAH, THIS WILL DO.

YOU GUYS SEEM LIKE YOU HAVE A LOT TO CATCH UP ON.

ROUTE 65
ROUTE 66
ROUTE 80

WHAT WE WERE TALKING ABOUT, THOUGH? I'M GONNA GO SEE WHAT I CAN SEE.

MY SILK-SENSES ARE STILL RAGING. I WANT TO TELL HER TO WAIT FOR ME. TO TELL HER I CAN HELP. BUT--

ANY CHANCE YOU'RE HUNGRY?

GUEST

THIS ISN'T RIGHT.

HECTOR IS DEAD.

BUT HE DOESN'T *FEEL* DEAD, DOES HE?

SO, YOU'RE A *GHOST*, IN A *BODY*. HOW DOES THAT WORK?

I HAVE NO IDEA. I DON'T REALLY REMEMBER MUCH AFTER WE SPLIT UP TO INVESTIGATE THE FACILITY.

I HEARD SOMEONE TALKING, SAYING SOMETHING ABOUT A NEW PROCESS. AN EXPERIMENT. I GUESS THAT'S ME.

THERE WAS A BRIGHT LIGHT AND THEN...

...*THEN* I WOKE UP AND A MAN IN A DOG MASK OFFERED ME A CHOICE. LIVE THIS SECOND LIFE, OR REFUSE TO TAKE A PILL AND GO AWAY.

FOREVER.

I GUESS YOU CAN SEE WHAT I CHOSE.

HIS VOICE IS CALM. AND NOTHING ABOUT *HIM* IS SETTING OFF MY SILK-SENSE. BUT...

I KNOW YOU DON'T TRUST THIS. I DON'T EITHER.

HARD TO HAVE HOPE WHEN YOU'VE DIED.

OR BEEN LOCKED IN A BUNKER FOR A DECADE.

BUT MAYBE WE'RE DUE FOR SOME HOPE, CIN.

MALT SHOP

YOU COMING TO DINNER LATER, YOUNG LADY?

HAVEN

WOULDN'T MISS IT.

CHEER UP, MATTIE! YOU'VE BEEN SO DOOM AND GLOOM THE PAST FEW DAYS. TAKE A LOOK AROUND YOU-- THIS PLACE IS CALLED *HAVEN* FOR A REASON!

YEAH.

C'MON, MATTIE. IT'S ME.

I JUST WANT EVERYTHING TO BE OKAY. IT'S HARD. TO TRUST ALL THIS.

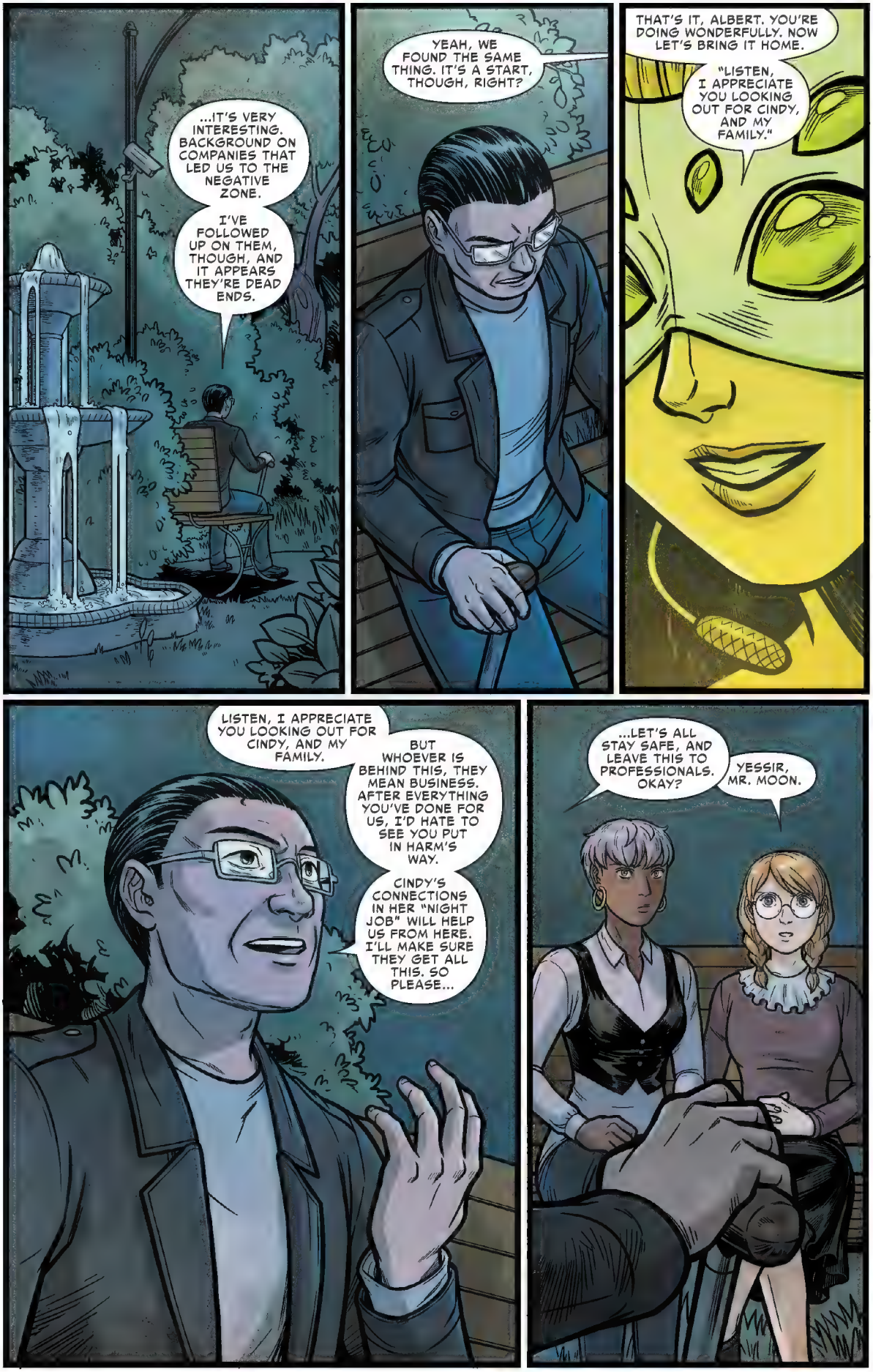
I KNOW. BUT YOU'RE IN LUCK.

EVERYTHING IS OKAY HERE. IN FACT...

...EVERYTHING HERE IS *PERFECT.*

LT SHO

MOON FAMILY RESIDENCE.
WASHINGTON HEIGHTS, NYC.
ANYONE HOME?
KITCHEN
Albert's DVDS!
NOPE. NOBODY. NOT A SOUL.
I'M SO HAPPY SARCASM NEVER LEFT YOU IN OUR ABSENCE.
IT REALLY CAME IN HANDY WHEN I WAS BREAKING LAWS.
DID YOU SEE A PACKAGE WHEN YOU LEFT THIS MORNING? I THOUGHT SOMETHING CAME FOR CINDY, BUT I CAN'T FIND IT NOW.
I'M SURE IT'S BURIED IN ONE OF THESE BOXES.
UGH. LET'S NEVER MOVE *AGAIN.*
KITCHEN
FINE BY ME. I'VE GOT EVERYTHING I NEED RIGHT HERE.
...CINDY TOLD ME TO OPEN IT RIGHT AWAY, I HOPE YOU DON'T MIND.
WHAT YOU'VE FOUND HERE...
Cindy


...IT'S VERY INTERESTING. BACKGROUND ON COMPANIES THAT LED US TO THE NEGATIVE ZONE.
I'VE FOLLOWED UP ON THEM, THOUGH, AND IT APPEARS THEY'RE DEAD ENDS.
YEAH, WE FOUND THE SAME THING. IT'S A START, THOUGH, RIGHT?
THAT'S IT, ALBERT. YOU'RE DOING WONDERFULLY. NOW LET'S BRING IT HOME.
"LISTEN, I APPRECIATE YOU LOOKING OUT FOR CINDY, AND MY FAMILY."
LISTEN, I APPRECIATE YOU LOOKING OUT FOR CINDY, AND MY FAMILY.
BUT WHOEVER IS BEHIND THIS, THEY MEAN BUSINESS. AFTER EVERYTHING YOU'VE DONE FOR US, I'D HATE TO SEE YOU PUT IN HARM'S WAY.
CINDY'S CONNECTIONS IN HER "NIGHT JOB" WILL HELP US FROM HERE. I'LL MAKE SURE THEY GET ALL THIS. SO PLEASE...
...LET'S ALL STAY SAFE, AND LEAVE THIS TO PROFESSIONALS. OKAY?
YESSIR, MR. MOON.

HAVEN.

SO WHAT'S IT LIKE TO BE WHOLE AGAIN?

I MISS BEING ABLE TO WALK THROUGH WALLS. BUT THIS IS BETTER.

FOR A GHOST, I SURE *FELT* A WHOLE LOT.

WHAT DID YOU FEEL?

ONCE I GOT PAST THE FEAR, AND THE SADNESS?

ANGER.

IT CONSUMED ME.

CIN, I KNOW YOU'RE ANGRY, TOO.

I...

I DON'T KNOW WHAT TO DO WITH ALL OF IT.

WHAT DO YOU DO WITH ALL OF YOURS--

I LET IT GO.

ALL OF IT. EVERY OUNCE.

CHANNELED IT INTO SOMETHING GOOD.

SPECTRO?

BINGO.

MAYBE IT'S TIME TO LET GO, CIN.

GUEST

I'M AFRAID.

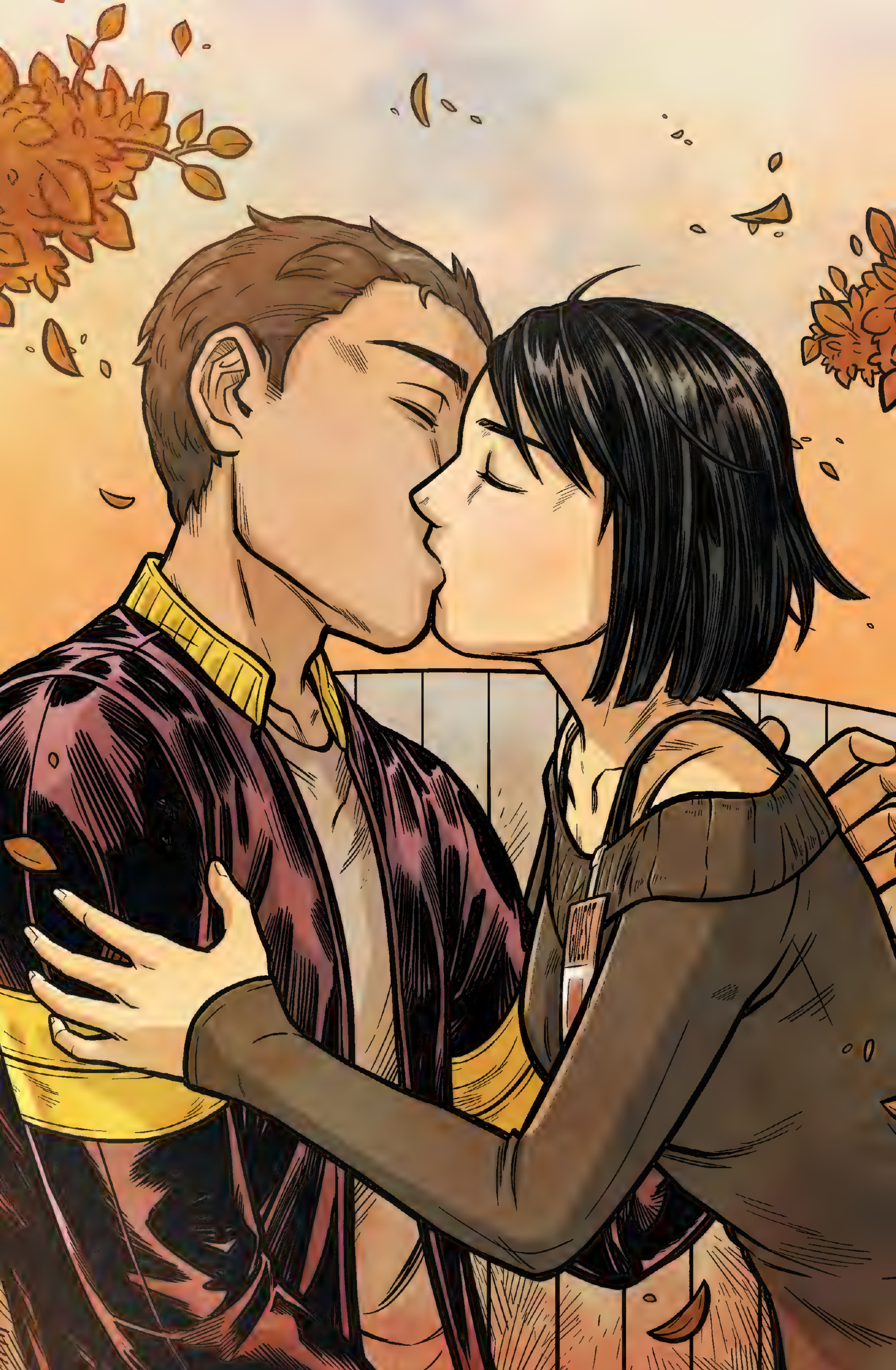
OF WHAT?

LOSING THEM AGAIN.

WHICH IS WHY YOU'RE THREE THOUSAND MILES AWAY FROM THEM RIGHT NOW?

...

LET GO, CIN. JUST LET--


GUEST

...WHAT IS THAT--?

SKREEEEEEEE

SKREEEEEEEE

THAT NOISE... WHAT...WHAT *IS IT?!**

EVERYTHING ALL RIGHT, MR. JONES?

*--FIND OUT NEXT WEEK IN *THE CLONE CONSPIRACY #4*!-EDITOR

SKREEEEEEEE

...SHOULDN'T BE HERE. ***NONE*** OF US SHOULD--

IT'S OKAY, MR. JONES. JUST FOLLOW US. THAT'S IT...

I'M SURE IT'S NOTHING--

I... SOMETHING ISN'T RIGHT. I CAN'T--

LET'S GET YOU TO A SAFE PLACE, MR. JONES. WE'LL GET THIS SORTED OUT--

SKREEEEEEEE

EVERYTHING ALL RIGHT?

WHAT IS THAT *NOISE?*

WE'RE LOOKING INTO IT--

MR. JONES ISN'T THE *ONLY* ONE FREAKING OUT--

SKREEEEEEEEEEEEE

CINDY, LISTEN, I WANT TO TELL YOU--

AAAH!

HECTOR?!

THAT... THAT NOISE... I--

SKREEEEEEEE

CINDY!

SKREEEEEEEEEEEE

...SOMETHING... SOMETHING'S WRONG, CINDY.

JUST... JUST TELL ME WHAT TO DO--

SKREEEEEEEEEEEE

SKREEEEEEE
I CAN'T... I CAN'T--
SKREEEEEEEEEEEE
HECTOR, I'M RIGHT HERE. I'M RIGHT HERE.
JUST TELL ME WHAT'S WRONG!
I JUST HAD TO ASK.
I JUST HAD TO BRING IT UP...
EVERYTHING.

...THERE'S ALWAYS A CATCH.

GHOST in the MACHINE

THE CLONE CONSPIRACY: OMEGA #1 ◆ VARIANT BY **ADI GRANOV**

ENSNARED WITH

SPIDER-WOMAN

AGAINST HER TRUE LOVE,

SPECTRO!

THIS IS J. JONAH JAMESON, *LIVE* FROM THE TRANSAMERICA PYRAMID...

...WITH MORE BREAKING NEWS ABOUT *NEW U* TECHNOLOGIES...

FACT CHANN

SKREEEEEEE

SKREEEEEEEEEEEEEEEEEEEE

CORRECTION: THIS IS THE *JACKAL EMERGENCY BROADCAST SYSTEM!*

WHAT IN SAM HILL?!

FACT CHANNEL

AND I'M SORRY TO INFORM YOU, BUT IT'S THE *END OF THE WORLD.*

DEAR LORD! NO! IF YOU CAN STILL HEAR ME, *TURN OFF YOUR SETS! NOW!*

CHANNEL

SKREEEEEE

BUT DON'T BE AFRAID...

...DEATH WILL COME QUICKLY.

ESPECIALLY TO ALL YOU *NEW U-MANS* WHO'VE DIED BEFORE.

WHAT... WHAT HAVE YOU DONE, JONAH?!

MARLA!

JONAH... WHY...WHY IS THIS--

IT...IT'S OKAY...IT'S OKAY. WE'LL FIX THIS, MARLA.

I PROMISE.

I WON'T LOSE YOU AGAIN.

SKREEEEEEEEEEEE

HECTOR, WAIT-- GAHHH!

EEEEEEEEEEEEEEEEEEEEEEEE

WHAT... WHAT'S GOING ON?!

THAT NOISE...

SOMETHING... *EVERYTHING*... IS WRONG!

YOU GOT THAT RIGHT, CASPER.

CRACK

WHAT IS--

IT'S JONAH.

JONAH?

THAT NOISE YOU HEAR? IT'S COMING FROM *HIS*-- *NNGH*--BROADCAST! AND AS YOU CAN SEE...

...IT'S NOT HELPING.

SKREEEE

WHAT DO WE DO?
WE GOTTA GET UPSTAIRS. JONAH'S BROADCASTING FROM UP THERE, RIGHT?
SO IF WE SHUT DOWN THE SIGNAL...
...HECTOR AND YOU WILL BE FINE?
THAT'S THE--
AAAGH!
MATTIE--
I TOLD YOU...STAY BACK...
WHERE'S... WHERE'S YOUR BOYFRIEND...?
HE'S NOT MY--
HECTOR?!

AGHH!

CINDY?

HECTOR!

NO!

BOO.

HECTOR!

YOU'RE ALIVE?!

YOU JERK.

ARE YOU OKAY?

STILL GHOSTLY, BUT FINE. *SHE'S* NOT.

AND MATTIE'S RIGHT...IT'S SPREADING TO PEOPLE WHO DIDN'T HAVE ANY NEW U TREATMENTS. LOOK.

NO...

ANNE, ARE YOU OKAY?

ROBERT? WHAT'S HAPPENING? I'M--I'M SCARED.

AAAAGHHH!

WE HAVE TO SHUT THAT SIGNAL DOWN BEFORE THIS SPREADS.

LET'S GET UPSTAIRS, THEN--

CINDY, YOU'RE NOT INFECTED, AND THIS BUILDING IS GOING TO BE SWARMING WITH--

LET'S GO SAVE THE DAY.

THAT'S WHAT HEROES DO, RIGHT?

WHO'S READY TO CLIMB A THOUSAND STAIRS?

I KNOW YOU'RE STILL KINDA NEW, BUT SPIDER-PEOPLE DON'T USE *STAIRS*.

DUDE. WHAT HAPPENED TO SILKWORM?

WHAT?

OH! SPIDER-MAN'S HERE SOMEWHERE. CAN'T HAVE HIM THINK I'M SOME NEW VILLAIN OR SOMETHING.

SORRY I WENT BAD DOWN THERE.

I DON'T THINK BEING REANIMATED WAS FOR ME.

IT DID HAVE *SOME* BENEFITS.

YEAH...

CAN YOU GUYS STOP TALKING ABOUT KISSING AND KEEP MOVING?

YOU SAW THAT, *HUH?*

ALL OF HAVEN SAW THAT. YOU *SURE* HE'S NOT YOUR BOYFRIEND?

WHEN WAS THE LAST TIME YOU TOOK YOUR MEDS, HECTOR?

YESTERDAY. I WAS OVERDUE.

WHAT ARE THE MEDS FOR?

WITHOUT THEM, YOUR REANIMATED BODY BREAKS DOWN. I GUESS THAT'S WHY I BROKE DOWN SO FAST. MATTIE, WHEN WAS THE LAST TIME YOU HAD *YOUR*--

LET'S JUST KEEP MOVING!

HO-LEE...

FACT CHANNEL

WHAT... WHAT THE HELL IS THIS?!?

WHAT...WHAT HAPPENED?

I OPENED THE DOORS-- I THOUGHT IT WOULD HELP. JONAH...WHAT'S HAPPENING?!

WHAT DO WE DO?!

GET TO THE CONTROLS, SHUT OFF THAT SIGNAL!

M...MATTIE...?!

UM...HEY, JONAH. YEAH. I'M A SUPER HERO.

SURPRISE...?

IT'S NOT SHUTTING DOWN! AND I CAN'T SEAL THE DOORS--

LET ME PHASE THROUGH--

IS IT WORKING...?!

NO, IT'S RUGGEDIZED, I CAN'T SHORT IT OUT--

HERE... LET *US* TRY.

THE CAVALRY HAS ARRIVED!

LESS QUIPPING, MORE HELPING.

SILK! YOU'RE A SIGHT FOR SORE EYES. I'M ASSUMING YOU'RE NOT A CLONE?

ASSUME AWAY!

KEEP AN EYE ON THE JAMESONS. MAKE SURE THEY'RE SAFE. WE'LL COVER THE REST.

HEY.

HEY.

SOME ZOMBIE INVASION WE'RE HAVING, HUH?

YOU STILL HAVEN'T LEARNED TO SHUT UP, HAVE YOU?

GOOD TO SEE YOU, TOO, MATTIE.

THIS IS ALL MY FAULT, I--

NO, MARLA. THIS IS ALL MY FAULT. I'M SO SORRY...

KRASH

THIS...

SUCKS.

HEY, SPIDER-MAN, WHATEVER YOU'RE GONNA DO, YOU BETTER DO IT QUICK!

WORKIN' ON IT!

YOU HAVE ANY IDEA HOW MANY PEOPLE ARE IN THIS BUILDING?

MORE THAN WE CAN HANDLE-- YOU HAVE A FIX FOR THIS INSANITY YET?

SILK!

NO--!

THWIP

AH!

SLAM

YOU... YOU SAVED ME.

THAT'S...

...WHAT...

...HEROES...

...DO...

HERE WE GO. ALL OR NOTHING. SENDING THIS OUT--
"--WORLDWIDE!"
SKREEE--
I THINK-- I THINK IT STOPPED!
MARLA...
MATTIE...?

FIRST NATIONAL BANK OF SAN FRANCISCO. 8:58 A.M.

SO, HERE I AM AGAIN.

REEMERGING WITH SOME NEW PURPOSE OR MISSION.

IT GOES OKAY FOR A LITTLE WHILE...BUT THEN...

...SOMETHING GOES WRONG...

...AND EVERYTHING FALLS APART.

MAYBE I RUSH INTO THINGS.

WHAT WAS THAT? YOU GUYS SEE ANYTHING?

I THINK IT CAME FRO--

MAYBE I JUMP IN HEADFIRST WITHOUT THINKING.

CRASH

I GUESS I GET CAUGHT UP IN THE EXCITEMENT.

NYARGH!

OH MAN, OH MAN, OH MA--

AM I RUNNING AWAY FROM SOMETHING?

OR JUST GRASPING FOR ANYTHING THAT'S OUT IN FRONT OF ME?

ALL I KNOW IS...

...I HAVE NO IDEA WHAT I'M DOING.

HEY! WHAT THE HELL HAPPENED HERE?

BANK ROBBERY. AN ATTEMPTED ONE, AT LEAST.

WOW. NICE WORK.

HEY, WHERE ARE YOU GOING? I DON'T EVEN KNOW WHO YOU ARE.

I HAVE TO GO.

WAITASEC! WHAT AM I SUPPOSED TO TELL THE OTHER GUYS AT THE PRECINCT?

ARE YOU SAN FRANCISCO'S NEWEST SUPER HERO?

NO. I'M NOT A HERO.

HUH?

THEN WHAT THE HELL ARE YOU?

SAY THAT AGAIN!!

YOU WATCH YOUR MOUTH, *JACK O'LANTERN.* OR I'LL SCOOP YOUR BRAINS RIGHT OUT OF THAT PUMPKIN HEAD OF YOURS!

THAT'S IT! I'VE HAD ENOUGH OF YOU!

ALL RIGHT, FINALLY, SOME ACTION AROUND THIS PLACE!

NOW, THAT'S *ENOUGH!*

OUT OF MY WAY, *PROWLER!* I'M GOING TO KILL HIM!

LIGHTS *OUT,* JACK O'LANTERN.

LISTEN UP, GUYS.

IT'S TIME TO CUT THIS NONSENSE OUT. JACKAL HAS GIVEN *ALL OF YOU* A TREMENDOUS OPPORTUNITY HERE AT *NEW U.*

HE BROUGHT YOU WASTES *BACK TO LIFE*, AND *THIS* IS HOW YOU REPAY HIM? FIGHTING AND SMASHING UP HIS EQUIPMENT?

GROW UP.

AND CLEAN UP THIS MESS.

WHY THE HELL SHOULD WE EVEN *LISTEN* TO YOU?

EXCUSE ME?

AREN'T YOU IN CAHOOTS WITH *SPIDER-MAN?* HEARD YOU'VE BEEN MOONLIGHTING AS HIS LACKEY THESE DAYS.

HOW DO WE KNOW YOU AREN'T TELLING HIM THAT EVERY SINGLE ONE OF US IS DOWN HERE?

LISTEN TO ME.

I DON'T WORK FOR SPIDER-MAN.

I'M *NO ONE'S* LACKEY.

PROWLER! ENOUGH!

MY OFFICE. I NEED TO SPEAK WITH YOU.

YES, SIR. OF COURSE.

WHAT WAS GOING ON OUT THERE?

JUST A LITTLE SPAT. THE PEOPLE YOU'VE BROUGHT BACK OUT THERE AREN'T EXACTLY ***STABLE.***

I KNOW-- THAT'S WHY I HIRED ***YOU*** TO KEEP THEM IN LINE.

WHY WEREN'T YOU THERE TO STOP THAT FIGHT ***BEFORE*** IT STARTED?

I WENT OUT LAST NIGHT. MADAME WEB TOLD ME ABOUT A BANK ROBBERY SHE FORESAW.

I WANTED TO BE BACK BEFORE EVERYONE GOT UP, BUT STOPPING THEM TOOK LONGER THAN EXPECTED.

:SIGH: I UNDERSTAND WHERE YOU'RE COMING FROM, HOBIE. REALLY, I DO, BUT YOU NEED TO TELL ME WHEN YOU LEAVE THESE PREMISES.

HOBIE, I THOUGHT YOU BELIEVED IN WHAT WE'RE DOING, HERE.

I DO, JACKAL. WHAT YOU'VE BUILT IS GOING TO CHANGE THE WORLD.

EXACTLY. THAT'S THE GOAL, AT LEAST. BUT THE TECHNOLOGY WE USE HERE *CANNOT* GET OUT BEFORE WE ARE READY.

I WON'T TELL ANYONE.

I KNOW, BUT THAT DOESN'T MATTER. OR HAVE YOU FORGOTTEN THAT YOU ARE *THE EMBODIMENT* OF THAT VERY TECHNOLOGY?

HOW COULD I FORGET? IT WAS *YOUR* EMPLOYEE, ELECTRO, WHO *KILLED ME* IN THE FIRST PLACE.

EMPLOYEE'S A STRONG WORD...

...SHE'S MORE OF AN INDEPENDENT CONTRACTOR.

REGARDLESS, WE *ALL* AGREE THAT SHE SHOULDN'T HAVE DONE THAT. YES, SHE CAN BE A BIT *AGGRESSIVE*, BUT WE'RE WORKING ON IT.

LIKE I'M WORKING ON ALL THOSE "UNSTABLE" FOLKS OUT THERE.

YOU OF ALL PEOPLE SHOULD APPRECIATE THE FRESH START I'M GIVING TO THOSE BAD GUYS.

I WAS NEVER A BAD GUY.

RIGHT, RIGHT. YOU'RE RIGHT, OF COURSE.

BUT NOW, YOU ARE WHAT YOU ARE THANKS TO ME. YOU'RE ALIVE AND HEALTHY BECAUSE OF ME. YOU ARE NEW AND IMPROVED AND ***BETTER THAN EVER.***

THOUGH, THAT REMINDS ME. HAVE YOU TAKEN YOUR MEDICATION TODAY?

OF COURSE, EVERY DAY.

GOOD. I CAN'T HAVE MY HEAD OF SECURITY FALLING TO PIECES ON ME.

YOU'RE VERY IMPORTANT TO ME, HOBIE.

THANK YOU.

THAT'S WHY YOU GOING OUT WITHOUT TELLING ME MAKES ME SO ***NERVOUS.*** I CAN'T RISK SOMETHING HAPPENING TO YOU.

SORRY. MADAME WEB TOLD ME ABOUT THE ROBBERY, AND I COULDN'T JUST SIT HERE AND DO NOTHING. BESIDES, I NEED TO GET OUT OF THIS PLACE EVERY NOW AND THEN. I CAN GET PRETTY STIR CRAZY IN HERE.

LOOK, I'M NOT SAYING YOU CAN *NEVER* GO OUT. I KNOW IT'S UNFAIR TO KEEP YOU STUCK IN HERE ALL DAY, BUT YOU CAN'T JUST COME AND GO AS YOU PLEASE.

I'LL TELL YOU WHAT, THERE'S BEEN SOMEONE TRYING TO HACK INTO OUR SYSTEMS LATELY. WE HAVEN'T BEEN ABLE TO PINPOINT EXACTLY WHO IS DOING IT, BUT WE KNOW THEY'RE IN SAN FRANCISCO. WILL YOU FIND THEM FOR ME?

OKAY. SURE THING.

MADAME WEB HAS BEEN TRACKING THE SITUATION. TALK TO HER. HOPEFULLY SHE CAN POINT YOU IN THE RIGHT DIRECTION.

THANK YOU, HOBIE.

I'M COUNTING ON YOU.

CASSANDRA WEBB.

ONE OF THE MOST POWERFUL ***CLAIRVOYANTS*** IN THE WORLD. KNOWS WHO'S CALLING BEFORE THE PHONE RINGS, WHEN A CRIME IS GOING TO HAPPEN BEFORE IT DOES, THAT KIND OF THING. GOT KILLED BY THE ***KRAVINOFF*** FAMILY A COUPLE YEARS AGO. JACKAL BROUGHT HER BACK.

SPOOKS THE HELL OUTTA M--

HOBIE BROWN.

PLEASE, COME IN. I SAW YOU STOPPED THE ROBBERY THIS MORNING. WELL DONE.

THANKS.

BUT NOW I NEED YOUR HELP WITH SOMETHING ELSE.

JACKAL ASKED ME TO COME SEE YOU BECAUSE OF--

YES, THE HACKER. I KNOW.

I KNOW.

WELL, DO YOU KNOW WHO'S BEHIND IT?

NO. THEY ARE HIDDEN FROM ME SOMEHOW... IT IS QUITE UNUSUAL. I WILL TRY TO DELVE DEEPER--

ARRGHH!!!

ARE YOU OKAY? WHAT HAPPENED?

SOME KIND OF TELEPATHIC FEEDBACK.

I HAVE NEVER EXPERIENCED THAT BEFORE.

DID YOU GET ANYTHING?

I SEE A COLLECTION OF BUILDINGS.

SURROUNDED BY BLACK.

THEY ARE EMPTY. BUT FILLED WITH AGONY.

AN AGONY THAT CANNOT ESCAPE...DESPITE ITS YEARNING TO DO SO.

...CAN YOU BE MORE SPECIFIC?

NO.

THAT IS ALL I CAN SEE RIGHT NOW.

RUNNING OFF AGAIN?

I'VE GOT A JOB TO DO.

RIGHT. THE DUTIFUL, LOYAL WORKER.

FOR NOW.

EXCUSE ME?

YOU HEARD ME, PROWLER.

I REALLY HAVE NO IDEA WHY JACKAL BROUGHT YOU BACK.

MAYBE BECAUSE HE NEEDED SOMEONE WITH THEIR HEAD SCREWED ON STRAIGHT.

AND YOU THINK THAT'S *YOU?*

ADORABLE.

I DON'T HAVE TIME FOR THIS.

I'VE GOT A JOB TO DO.

OF COURSE.

HAPPY HUNTING!

DO YOU EVEN KNOW *WHY* YOU'RE HERE?

I HOPE YOU FIND WHAT YOU'RE LOOKING FOR!

I'VE BEEN SEARCHING MY WHOLE LIFE.

WHEN I WAS A YOUNG MAN, I WAS SEARCHING FOR AN INVENTION THAT WOULD LAUNCH ME INTO FAME AND OUT OF MY BORING WINDOW WASHER JOB.

THAT DIDN'T WORK OUT, SO I TURNED TO CRIME TO GET ATTENTION AND GLORY. IT'S WHEN I FIRST DECIDED TO BECOME THE PROWLER.

BUT I DIDN'T REALLY HAVE THE STOMACH FOR THE LIFE OF A CRIMINAL, SO I TURNED TO THE LIGHT, AND STARTED HELPING OUT SPIDER-MAN. I WOULD DRESS UP AS HIM TO HELP PROTECT HIS SECRET IDENTITY.

EVENTUALLY, THOUGH, I BELIEVED THAT I NEEDED TO SETTLE DOWN. I GOT MYSELF A STEADY JOB AS A CONSTRUCTION WORKER AND EVEN GOT MARRIED TO A WOMAN NAMED MINDY.

BUT I WAS JUST FOOLING MYSELF. I COULDN'T STAY AWAY FROM PROWLER FOR LONG, AND SOON I HAD JOINED A MERCENARY GROUP WITH OTHER REFORMED CRIMINALS.

LIVING AS PROWLER PROVED TOO MUCH OF A DRAW TO ME. I BECAME OBSESSED WITH IT, IGNORING THE REST OF MY LIFE, INCLUDING MINDY. SHE LEFT ME.

I SHOULD HAVE CHOSEN HER. BUT INSTEAD, I CHOSE PROWLER.

THE PAST COUPLE OF YEARS, THOUGH, HAVE BEEN...SLOW, TO SAY THE LEAST.

AND JUST RECENTLY, WHERE WAS I? BACK AGAIN, IMPERSONATING SPIDER-MAN.

THAT WAS UNTIL HE SENT ME TO INVESTIGATE *NEW U*, WHERE I WAS, KILLED BY SOME NEW ELECTRO.

THE JACKAL BROUGHT ME BACK, THOUGH. NEW BODY, NEW LIFE, NEW MISSION.

SAN FRANCISCO

SO HERE I AM NOW, WORKING FOR A FORMER VILLAIN TURNED HUMANITARIAN, SEARCHING FOR A HACKER IN A HAYSTACK.

HOPING LIKE ALWAYS THAT WHAT I'M SEARCHING FOR WILL JUST MAGICALLY APPEAR BEFORE ME...

BUILDINGS.

SURROUNDED BY BLACK.

FILLED WITH AGONY THAT CAN'T ESCAPE.

SO, HERE I AM AGAIN.

REEMERGING WITH SOME NEW PURPOSE OR MISSION.

IT GOES OKAY FOR A LITTLE WHILE...BUT THEN...

...SOMETHING GOES WRONG...

...AND EVERYTHING FALLS APART.

MAYBE I RUSH INTO THINGS.

MAYBE I JUMP IN HEAD-FIRST WITHOUT THINKING.

I GUESS I GET CAUGHT UP IN THE EXCITEMENT.

AM I RUNNING AWAY FROM SOMETHING?

OR JUST GRASPING FOR ANYTHING THAT'S OUT IN FRONT OF ME?

ALL I KNOW IS...

...I HAVE NO IDEA WHAT I'M DOING.

PROWLER #1 ✹ VARIANT BY **JAMAL CAMPBELL**

WHAT'S HAPPENING?

MY HEAD IS KILLING ME.

I CAN'T SEE STRAIGHT.

THEN AGAIN, I FEEL LIKE I HAVEN'T BEEN ABLE TO SEE *ANYTHING* CLEARLY THESE DAYS.

BLINDLY SHAMBLING FROM ONE THING TO ANOTHER.

WHAT AM I EVEN DOING?

I USED TO KNOW. I USED TO BE MY OWN MAN. I USED TO DO THINGS ON MY OWN.

CLICK-ICK

NOW I JUST FOLLOW ORDERS, BEING LED FROM PLACE TO PLACE BY OTHER PEOPLE.

OH, GOOD. YOU'RE AWAKE.

I'VE PUT MY LIFE IN THEIR HANDS.

SORRY FOR THE NOT-SO-GREAT DIGS. AFTER MY SECURITY KNOCKED YOU OUT, I HAD TO PUT YOU SOME PLACE WHERE YOU COULDN'T JUST GO SNOOPING AROUND AFTER YOU WOKE UP.

SORRY FOR THE *TAZING*, TOO, BY THE WAY.

JULIA?

JULIA CARPENTER?

YOU REMEMBER! GUESS I DIDN'T HIT YOU TOO HARD AFTER ALL.

SEE, I'M TRYING TO GIVE YOU THE BENEFIT OF THE DOUBT HERE AND ASSUME THAT, MAYBE, MY OLD PAL FROM THE *FIFTY STATES INITIATIVE*, HOBIE BROWN, GOT *LOST* ON THE OFFICIAL ALCATRAZ TOUR.

WHAT'S WITH THE BREAKING AND ENTERING, HOBIE?

DO YOU KNOW ANYTHING ABOUT A COMPANY CALLED *NEW U*?

UH... YEAH...YEAH, I DO.

WHAT *DO YOU* KNOW ABOUT THEM?

I'VE HEARD *RUMORS* IN THE COSTUMED CIRCLES-- THAT THEY CAN BRING PEOPLE BACK FROM THE *DEAD*.

I'VE HEARD SOMETHING SIMILAR...

...AND I'VE BEEN DIGGING INTO IT FOR *WEEKS.*

WHAT *IS* ALL THIS, JULIA?

A LITTLE PARTING GIFT FROM *THE SHROUD.* HE CAUSED SOME TROUBLE FOR THE FINE CITIZENS OF SAN FRANCISCO LAST YEAR AND LEFT HIS TECH BEHIND WHEN DAREDEVIL FINALLY LOCKED HIM UP.*

I'VE BEEN USING IT EVER SINCE.

THIS THING IS HOOKED UP TO EVERY ELECTRICAL DEVICE IN THE ENTIRE CITY, YET I GET ABSOLUTELY *NOTHING* FROM INSIDE OF *NEW U.* IT'S COMPLETELY DARK.

AND *THAT'S* SHADY AS HELL.

*BACK IN DAREDEVIL #15, TRUE BELIEVER! -DEVIN

IS THAT ALL YOU'VE GOT?

UNFORTUNATELY, THE COMPANY SEEMINGLY CAME OUT OF NOWHERE. NO TAX RECORDS, NO RECORDS OF *ANY KIND.* AND I'M NOT TALKING ABOUT "OH, THEY FORGOT TO FILE A PIECE OF PAPERWORK OR TWO." THERE'S *NO* PAPER TRAIL.

NOTHING. NADA. ZILCH.

I CAN'T FIND ANYONE WHO'S ACTUALLY IN THEIR UPPER MANAGEMENT, AND BELIEVE ME, I'VE *TRIED.* IT'S LIKE THE COMPANY IS RUN BY GHOSTS. EVEN *I* CAN SEE THE RED FLAGS ARE EVERYWHERE. BEEN TRYING TO HACK INTO THEIR SYSTEMS SINCE THEY SET UP SHOP.

WASN'T GETTING ANYWHERE UNTIL A FEW DAYS AGO. MANAGED TO CRACK THEIR FIREWALL AND GET HALFWAY THROUGH DECRYPTING A BATCH OF FILES BEFORE THEY SHUT THEIR NETWORK DOWN ENTIRELY. THEY HAVEN'T BEEN BACK ONLINE SINCE.

THEY'RE *SPOOKED.*

ARE YOU WORKING WITH SPIDER-MAN?

YOU KIDDIN'? THAT GUY DOESN'T EVEN ASK ME TO *GRAB LUNCH* WHEN HE'S IN TOWN. I'VE GOT THEM AGAINST THE ROPES ON MY OWN.

WHAT ABOUT YOU?

NOT ANYMORE. LOOKING INTO THIS ONE FOR MYSELF.

MEH. WHO NEEDS 'IM? YOU AND I HAVE GOT THIS THING ON LO--

THE HELL?

EASY, JULIA.

EASY.

I DON'T WANT A FIGHT.

YOU WANNA TELL ME WHAT THE HELL YOU'RE DOING, THEN?!

JULIA, PLEASE. YOU'RE MAKING A MISTAKE HERE.

I'M MAKING A MISTAKE?

THE ONLY *MISTAKE* I'VE MADE WAS NOT *TYING YOUR ASS UP* THE SECOND I FOUND YOU!

WHO KNOWS HOW LONG IT'LL TAKE MY SYSTEMS TO RECOVER AFTER THE *DAMAGE* YOU'VE JUST CAUSED!

WEEKS OF WORK--FOR *NOTHING!*

JULIA, PLEASE!

MASSACRE! HOW COULD YOU *DO* THAT?!!

I DID YOU A FAVOR, KANGAROO! THAT STUFF TASTES LIKE SAND HAVING DIARRHEA.

IT WAS *MY* VEGEMITE! NOT YOURS!

OH, ENOUGH OF YOUR WHINING, "MATE."

I'M NOT YOUR "MATE," BUDDY.

WHAT THE HELL IS GOING ON DOWN THERE?

RECREATIONAL QUARTERS D

WHERE IS PROWLER?

I DON'T KNOW, JACKAL. HE NEVER CAME BACK LAST NIGHT.

I CAN'T HAVE THIS KIND OF CHAOS HAPPENING INSIDE THE FACILITY.

I COULD WHIP EVERYBODY INTO SHAPE REAL QUICK. JUST LET ME AT THEM.

THANKS, BUT NO THANKS, ELECTRO. YOU'RE NOT REALLY KNOWN FOR YOUR LIGHT TOUCH.

HEH.

WHO CARES, THOUGH, RIGHT? CAN'T YOU JUST BRING THEM BACK TO LIFE AGAIN WHEN I'M DONE WITH THEM?

THAT KIND OF ATTITUDE IS *EXACTLY* WHY WE NEED PROWLER.

GO. FIND HIM AND GET HIM BACK HERE BEFORE THINGS GET ANY WORSE. AND SEE THAT YOU BRING HIM BACK *ALIVE*. I'M TRUSTING YOU.

I BETTER NOT *REGRET* IT.

SURE THING, BOSS. JUST NEED SOMEONE TO POINT ME IN THE RIGHT DIRECTION.

PLEASE ENTER, FRANCINE.

WHERE DID YOU SEND PROWLER?

AH, YES. I WAS WONDERING WHEN SOMEONE WOULD COME ASKING AFTER HOBIE. HE HAS NOT RETURNED.

WOW. YOU REALLY *CAN* SEE EVERYTHING.

I AM IN CONSTANT AMAZEMENT AT YOUR PRECOGNITIVE POWERS, OH POWERFUL MADAME WEB.

BUT YOU HAVEN'T ANSWERED MY QUESTION.

WHERE DID YOU SEND HIM?

I CANNOT TELL YOU THAT.

WHAT, DID YOU *FORGET* OR SOMETHING? JUST TELL ME. USE THOSE MAGIC POWERS OF YOURS.

NO.

I WILL NOT TELL YOU.

EXCUSE ME?! YOU "WILL NOT" TELL ME?

WHY THE HELL NOT?!

IT IS NOT YOUR PLACE TO DISRUPT HOBIE BROWN'S JOURNEY.

I WILL DISRUPT WHATEVER I WANT TO DISRUPT.

AND I'LL *START* WITH DISRUPTING YOUR DISGUSTINGLY SAGGY FACE!

ARRGHHH!!!

TELL ME WHERE YOU SENT HIM!

YOU...YOU WANT TO KILL HIM!!

OH MY GOD! WHAT A MIND READER YOU ARE!

WHO AM I THINKING OF KILLING NOW?!

PLEASE... DO NOT MAKE ME...

TELL ME!!!

ALCATRAZ!!!

ARRGHHH!!!

JULIA, WHAT HAPPENED? WHAT'S GOING ON?

CASSANDRA...

HUH?!

CASSANDRA WEBB.

SHE WAS MADAME WEB BEFORE ME, AND WAS ONE OF THE STRONGEST TELEPATHS IN THE WORLD.

AND I JUST HEARD HER SCREAMING IN AGONY LOUD AS A FREIGHT TRAIN IN MY HEAD.

SO MY REAL QUESTION IS...

...HOW THE HELL IS THAT EVEN *POSSIBLE?*

SHE'S *DEAD.*

I *SAW* HER DIE.

NEW U, YOU SHOWING UP AT MY DOORSTEP, CASSANDRA COMING BACK FROM THE DEAD.

THAT'S TOO MANY COINCIDENCES FOR ME.

SO...WHAT? NEW U HIRED YOU TO HUNT DOWN ANYONE WHO GETS TOO CLOSE TO WHATEVER IT IS THEY'RE DOING?

NOT EXACTLY.

YOU'RE RIGHT, I WORK FOR NEW U, BUT IT'S NOT THAT SIMPLE.

THEY SENT ME TO LOOK INTO WHOEVER WAS TRYING TO HACK THEIR NETWORK. MADAME WEB POINTED ME HERE, AND I DID THE REST...

...BUT ONLY BECAUSE I'VE SEEN THE MIRACLES THEIR TECHNOLOGY CAN WORK FIRSTHAND.

THEY CAN REGROW LIMBS, ORGANS, EVEN WHOLE BODIES.

THEY'RE GOING TO CHANGE THE WORLD, JULIA.

WHAT HAVE YOU GOTTEN YOURSELF INVOLVED WITH, HOBIE?

THE FUTURE.

WE DON'T NEED TO FIGHT, JULIA. YOU CAN JOIN US. COME BACK WITH ME. BE A PART OF WHAT WE'RE BUILDING.

NO, THANKS.

REGARDLESS, I NEED TO GO.

GO? GO WHERE? WHAT ARE YOU TALKING ABOUT?

ANYWHERE BUT HERE.

YOU SAID IT YOURSELF. MADAME WEB SENT YOU, AND IF THEY'RE TORTURING HER, I BET YOUR ***NEW U*** PEOPLE KNOW I'M HERE, TOO. THEY'LL BE ON THEIR WAY SOON IF THEY AREN'T ALREADY.

I NEED TO GO.

I CAN'T LET YOU LEAVE.

NOT AFTER EVERYTHING YOU KNOW.

YOU'RE WELCOME TO TRY AND STOP ME.

JULIA, DON'T DO THIS.

NEW U IS ***SAVING*** PEOPLE.

WHAT IS WRONG WITH YOU, HOBIE?

WHAT?

FSSSSS

HEY! WHAT ARE YOU DOING?!

NEED INFRARED!

JULIA?! JULIA?!

JULIA?!

DAMN IT.

ARGGH!

OH, NO...WHAT TIME IS IT?

WHEN WAS THE LAST TIME I TOOK MY MEDICATION?

WHAT'S HAPPENING?

MY HEAD IS KILLING ME.

I CAN'T SEE STRAIGHT.

THEN AGAIN, I FEEL LIKE I HAVEN'T BEEN ABLE TO SEE *ANYTHING* CLEARLY THESE DAYS.

BLINDLY SHAMBLING FROM ONE THING TO ANOTHER.

WHAT AM I EVEN *DOING?*

I USED TO KNOW. I USED TO BE MY OWN MAN. I USED TO DO THINGS ON MY OWN.

NOW I JUST FOLLOW ORDERS, BEING LED FROM PLACE TO PLACE BY OTHER PEOPLE.

WELL, WELL, WELL.

LOOK WHO I FOUND.

I'VE PUT MY LIFE IN THEIR HANDS.

PROWLER #1 ✦ VARIANT BY **BOB HALL** & **FRANK D'ARMATA**

FOR MY WHOLE LIFE, I'M ALL I'VE EVER HAD.

SO, WHAT'S THE DEAL? YOU HERE ALL ALONE OR SOMETHING?

ARE YOU EVEN *LISTENING* TO ME?

NEVER GOT A LUCKY BREAK.

I HAD TO WORK FOR EVERYTHING I'VE EVER GOTTEN.

WHAT'S WRONG, HOBIE? NOT FEELING UP TO SNUFF?

I DON'T HAVE ANY SUPER-POWERS.

YOU HAVEN'T TAKEN YOUR MEDICATION IN A WHILE, HAVE YOU?

WHY DO YOU HAVE TO MAKE KILLING YOU SO *EASY*?

I'M JUST ME.

MY BODY IS FAILING. MY INSIDES ARE CRUMBLING.

WOW! LOOK AT THE SET-UP IN HERE! THE TECHNOLOGY IS ACTUALLY PRETTY IMPRESSIVE.

WHOSE PLACE IS THIS? DR. EVIL'S?

BUT IT'S NEVER BEEN ABOUT MY BODY.

LOOKS LIKE YOU TOOK A PRETTY DECENT SWIPE AT IT, THOUGH. NICE WORK. JACKAL WILL BE PROUD OF YOU.

IT'LL BUM HIM OUT WHEN HE HEARS YOU WERE KILLED IN THE LINE OF DUTY, THOUGH.

MY **BRAIN** GAVE ME MY INVENTIONS.

I DON'T SEE ANOTHER BODY LYING AROUND. I HAVE TO ASSUME THAT WHOEVER'S PLACE THIS IS, YOU LET THEM GET AWAY.

BRILLIANTLY DONE, AS ALWAYS, HOBIE.

DID YOU GO EASY ON THEM OR SOMETHING? AN OLD FRIEND OF YOURS, MAYBE? A ***GIRLFRIEND?***

AND MY INVENTIONS ARE WHAT MAKE ME ***THE PROWLER.***

SO, WHO WAS IT?

I CAN THINK MY WAY OUT OF ANYTHING.

SHUNK

HEY!

GET BACK HERE!!!

AND I DO WHAT I ALWAYS DO.

WHZZZ

I SAVE MYSELF.

I HAVE TO KEEP MOVING. I HAVE TO KEEP MOVING.

BUT EVERYTHING HURTS. I'M BREAKING DOWN.

BUT I HAVE TO KEEP MOVING.

THIS SYRINGE OF PURE ADRENALINE SHOULD KEEP ME GOING...FOR NOW.

I JUST WISH I KNEW WHERE THIS WAS LEADING ME.

I HAVE TO KEEP MOVING.

BUT I HAVE TO KEEP MOVING.

GREAT.

I'M IN A PRISON CELL.

BUT THE DOOR'S OPEN. MUST BE AN EXHIBIT. THERE'S JUST SOME GLASS IN MY WAY.

ALL I NEED TO DO IS SMASH THROUGH IT...

ALL I NEED TO DO...ALL I NEED TO DO IS...

THANK GOD.

HAVE TO MOVE FAST. AS FAST AS I CAN.

ELECTRO COULD FIND ME AT ANY SECOND.

FOUND YOU.

OH NO YOU DON'T.

WHY DID JACKAL WASTE HIS TIME BRINGING YOU BACK, PROWLER?

YOU WERE A USELESS BAD GUY, AND AN EVEN *MORE* USELESS HERO.

MAYBE IF I KILL YOU AGAIN, JACKAL WILL SEE HOW POINTLESS IT WAS TO BRING YOU BACK IN THE FIRST PLACE.

ARGGGHHH!!!

DAMMIT!! *MY EYES!!!*

WHAT THE HELL WAS *THAT?!!*

WHERE ARE YOU GOING?! *GET BACK HERE!!!*

ADRENALINE IS RUNNING OUT.

EVERYTHING IS COLLAPSING.

I DON'T HAVE MUCH TIME HERE BEFORE MY BODY COMPLETELY SHUTS DOWN ON ME.

NEED TO REGROUP, TAKE OFF THESE BUSTED WRIST GAUNTLETS AND FIGURE OUT MY NEXT MOVE.

MAYBE I COULD JUST...I COULD...

I COULD...

I FEEL LIKE I'M DYING.

BUT THEN...HOW COME I'VE NEVER FELT MORE ALIVE?

SHE'S HERE.

WHERE THE HELL ARE YOU?!

MY EYES ARE BURNING! WHAT THE HELL DID YOU DO TO ME?!

STOP HIDING, YOU COWARD!

SHE'S NOT THINKING.

SHE TOOK ME BY SURPRISE LAST TIME WE FOUGHT. I WAS TOO CAUGHT UP IN TRYING TO FIGURE OUT HER STRATEGY.

BUT SHE HAS NO STRATEGY.

SO THIS'LL BE EASY.

IT HAS TO BE.

PROWLER!!

JUST LET ME KILL YOU!

I'VE DONE IT BEFORE!

YOU CAN'T KEEP HIDING FROM ME!

I KNOW WHERE YOU ARE.

THERE AREN'T REALLY A LOT OF PLACES TO HIDE IN HERE. THIS IS A *PRISON*. YOU CAN'T *ESCAPE*.

SO WHY DON'T YOU SAVE US BOTH THE TIME AND TROUBLE, AND JUST COME OUT ALREADY?

NOW *THAT'S* MORE LIKE IT.

LIKE I SAID, HOBIE, JACKAL'LL BE SAD TO HEAR YOU DIDN'--

HA!

NO...

SHE FELL FOR THE OLDEST TRICK IN THE BOOK.

SHE'S NOT SMART. AND I'M VERY LUCKY.

NO!

I DON'T HAVE A LOT OF TIME LEFT.

GETTING INTO THIS GIFT SHOP TOOK UP A LOT OF WHAT I HAD LEFT.

THE PAIN IS COMING BACK STRONG.

THIS NEEDS TO END *NOW.*

I'VE GOT JUST A LITTLE BIT OF GUNPOWDER LEFT...

...BUT FOR EVERYTHING ELSE...

...I'M GOING TO HAVE TO IMPROVISE.

MAKING THINGS UP AS I GO ALONG, THOUGH, IS WHAT I DO BEST.

I'VE BEEN DOING IT MY WHOLE LIFE.

END OF THE LINE, PROWLER.

NOWHERE TO GO AFTER THE GIFT SHOP.

ENOUGH OF THIS HIDING NONSENSE!

JUST COME OUT AND DIE!

I'VE GOT ONE SHOT AT THIS.

LUCKY FOR ME, SHE WON'T SHUT UP.

GET OUT HERE NOW!!

I WILL DESTROY *THIS ENTIRE PLACE* IF I HAVE TO!!

HELPS ME KNOW EXACTLY WHERE SHE IS.

I WILL BURN IT TO THE GROUND!

AAAARGHHH!

I DID IT.

NOW
WHAT?

I NEED TO GET BACK TO NEW U.

BUT THERE IS A MILE OF WATER BETWEEN ME AND SAN FRANCISCO.

I COULD SWIM IT IF MY INSIDES WEREN'T TURNING TO LIQUID.

MAYBE SHE TOOK A BOAT HERE.

SHE PROBABLY FLEW...

I WILL FIGURE SOMETHING OUT.

I ALWAYS DO.

FOR MY WHOLE LIFE, I'M ALL I'VE EVER HAD.

HOBIE? HOBIE?!

WHAT'S WRONG?!

NEVER GOT A LUCKY BREAK.

JULIA...

I'M SORRY I LEFT YOU. I SHOULDN'T HAVE DONE THAT.

OH MY GOD... YOU LOOK TERRIBLE...

WHAT'S HAPPENING TO YOU?

I HAD TO WORK FOR EVERYTHING I'VE EVER GOTTEN.

MEDICINE... NEW U...

I DON'T HAVE ANY SUPER-POWERS.

YOU NEED TO GET BACK TO NEW U?

I'LL GET YOU THERE, HOBIE. DON'T WORRY.

I'M JUST ME.

I'LL BE RIGHT BACK. JUST HOLD ON!

MY BODY IS FAILING. MY INSIDES ARE CRUMBLING.

BUT IT'S NEVER BEEN ABOUT MY BODY.

I'M COMING, HOBIE! JUST HOLD ON A LITTLE LONGER.

DID THEY SEND SOMEONE HERE? WHERE ARE THEY NOW?

MY BRAIN GAVE ME MY INVENTIONS.

DOESN'T MATTER. COME ON, WE JUST NEED TO GET YOU OUT OF HERE.

THEY ARE WHAT MAKE ME *THE PROWLER.*

UGHNN!

I TELL YOU WHAT, IT IS DEFINITELY TIMES LIKE THIS I WISH I STILL HAD THOSE SPIDER-POWERS.

I CAN THINK MY WAY OUT OF ANYTHING.

AND I DO WHAT I ALWAYS DO.

DON'T WORRY, HOBIE...

...I'VE GOT YOU.

I SAVE MYSELF.

WHAT'S EVEN GOING ON?

SNAP

ALL OF YOU. KILL HIM.

IS THERE NO ONE I CAN TRUST ANYMORE?

AND THEN YOU BRING HIM BACK, YES?

UNDER YOUR CONTROL?

YOU PICK A SIDE. BUT HOW DO YOU KNOW IT'S THE RIGHT SIDE?

NO.

I ALREADY HAVE...*SOMEONE* WHO CAN TAKE HIS PLACE.

WHAT AM I SUPPOSED TO DO?

I'VE ALWAYS THOUGHT I WAS A GOOD PERSON.

WHATEVER *THAT* MEANS.

I'VE ALWAYS TRIED TO HELP PEOPLE IN NEED.

WHAT ABOUT *ME*? NEED A HAND?

PROWLER! ADMIT IT. YOU'VE BEEN WITH ME THE WHOLE TIME, HAVEN'T YA?

NOPE. TEAM JACKAL. BUT ANYONE TRIES TO **KILL** SPIDER-MAN?

BUT I ATTACH MYSELF TO PEOPLE OR CAUSES, THINKING I NEED THEM TO HELP ME HELP PEOPLE.

THEY'RE *CLEARLY* THE *BAD GUYS*.

I TRUST THEM.

I LOSE MYSELF IN THEM.

BUT PEOPLE AND CAUSES LET ME DOWN.

I'M ABANDONED.

SKREEEEEEEEE

ARRGHH!

EVERYTHING GOES TO HELL.

HOBIE! NO!

SKREEEEEEEE

TWO HOURS AGO...

THIS IS IT?

I REALLY THOUGHT SECURITY AT *NEW U* WOULD BE A LITTLE MORE INTENSE THAN *THIS.*

WHAT THE HELL'S GOING ON AROUND HERE, HOBIE?

WHERE IS EVERYONE?

THIS PLACE IS *ABANDONED.*

ENNN...

SORRY. WE'LL GET YOU TO YOUR MEDICATION. I SWEAR.

I JUST NEED SOME HELP ON WHERE TO GO. THIS PLACE IS IMMENSE. I HAD NO IDEA.

THIS WAY...

IS THIS WHERE YOU'VE BEEN LIVING? IT'S LIKE A PRISON CELL, HOBIE.

ARE THESE THE PILLS? THESE ARE THE ONLY ONES I SEE IN HERE. HOW MANY DO YOU NEED?

UNNN...

COME ON, HOBIE. YOU'VE GOT TO SIT UP.

THIS WILL ALL BE OVER SOON.

LET'S FIX YOU RIGHT UP.

SO HOW LONG SHOULD IT TAKE FOR THE PILL TO START TAKING EFFECT?

NNG...

NOT LONG.

GOOD.

THEN YOU CAN RECUPERATE HERE WHILE I TAKE A LOOK AROUND.

WHAT?

WHATEVER YOU SAY, HOBIE.

HOBIE, I'M INSIDE ***NEW U*** HEADQUARTERS, WHICH APPEARS TO BE COMPLETELY DESERTED. I'D BE INSANE NOT TO SEE WHAT I CAN FIND AROUND HERE.

I KNOW YOU THINK EVERYTHING'S PEACHY KEEN IN THIS PLACE, BUT I HAVE A HARD TIME TRUSTING THAT THE JACKAL IS SUDDENLY ON THE SIDE OF THE ANGELS.

HE'S NOT PERFECT.

BUT HE ***IS*** MAKING MIRACLES.

JULIA, NO! COME BACK!

STOP!

URGHH!!

DAMMIT!

COME BACK!!!

THAT VOICE...

NO.

IS THAT REALLY YOU?

WHERE ARE YOU?

HOW DO I GET THERE?

I CAN SEE NOW. I'M COMING.

MIGHT TAKE ME A LITTLE WHILE.

THANKS FOR THE SHORTCUT. I'LL BE THERE SOON.

JUST THROUGH HERE?

I CAN'T BELIEVE THIS.

MADAME WEB.

CASSANDRA.

HOW IS THIS POSSIBLE? I SAW YOU DIE.

AND YOU WILL AGAIN.

OH, MY GOD. WHAT'S HAPPENING TO YOU?

DUST IN THE WIND. IT'S ENDING AGAIN FOR ME.

LEAVE ME. I AM TOO COMPLICATED TO MOVE.

THEY LEFT ME MEDICATION TO STABILIZE THIS IMPERFECT FORM, BUT I REFUSE TO TAKE IT.

SO YOU'RE A *CLONE?* THAT'S WHAT JACKAL IS DOING HERE.

I'VE GOT TO FIND HIM. WHERE IS EVERYONE? WHY IS THIS PLACE TOTALLY ABANDONED?

PHASE TWO. TAKING EFFECT.

THEY ARE CONGREGATING INSIDE THEIR PYRAMID. THEIR GREAT GIZA, REBORN IN THE BAY.

A PYRAMID? HERE?

DO YOU MEAN THE TRANSAMERICA BUILDING? WHAT ARE THEY DOING THERE?

:COUGH: :COUGH:

OH JEEZ! WHERE'S YOUR MEDICATION? HOW CAN I HELP?

DO NOT HELP ME. I HAVE *SEEN* THE FUTURE, AND IT IS ONE I WOULD PREFER NOT TO LIVE THROUGH.

WHAT? NO. I GOT PROWLER HIS PILLS AND HE'S FINE NOW. LET ME JUST--

HOBIE...?

I DID. I ALREADY DID.

NOT HIM...

SAVE HOBIE.

MADAME WEB? CASSANDRA?!

NO. NO.

NO!

NO.

HOBIE, ARE YOU OKAY?

GETTING THERE.

WELL, I'M SORRY, BUT I HAVE TO LEAVE YOU HERE. JACKAL'S NOT HERE. HE'S AT THE TRANSAMERICA BUILDING DOWNTOWN.

JULIA. PLEASE. I'M BEGGING YOU. STOP THIS.

THE JACKAL IS A BAD PERSON, HOBIE.

THAT DOESN'T MEAN WHAT HE'S *DOING* IS BAD.

HE LOST THAT BENEFIT OF THE DOUBT A LONG TIME AGO.

PEOPLE COULD HAVE SAID THAT ABOUT ME A LOT OF TIMES IN MY LIFE.

STAY HERE, HOBIE. STAY SAFE.

I AM SO TIRED.

I'M TIRED OF THE CONDESCENSION.

JULIA THINKS SHE'S THE GOOD GUY, THAT THERE'S NO WAY SHE CAN BE WRONG.

I'VE BEEN CALLED BOTH. GOOD AND BAD.

I KNOW THAT THE LINE BETWEEN THE TWO IS SO MUCH MORE POROUS THAN EITHER SIDE WOULD LIKE TO ADMIT.

I KNOW THIS. BUT PEOPLE DON'T LISTEN.

I'M TIRED OF BEING IGNORED.

PROWLER! WHERE HAVE YOU BEEN?

DOING A MISSION FOR THE JACKAL. JUST GOT BACK. WHAT'S GOING ON HERE?

NOTHING GOOD. WE'VE JUST COME BACK FROM SEARCHING FOR SPIDER-MAN.

SPIDER-MAN? DID YOU FIND HIM?

NO. THEY DIDN'T. BUT THE JACKAL DID.

HE'S BRINGING SPIDER-MAN HERE NOW. SO LET'S HURRY UP AND GET EVERYONE INSIDE.

SPIDER-MAN IS COMING HERE?

YEAH. IS THAT A PROBLEM?

NO. I'M JUST WONDERING IF IT'S A GOOD IDEA TO PUT HIM IN THE SAME ROOM AS ALL OF THESE REFORMED BLOODTHIRSTY KILLERS.

THE JACKAL KNOWS WHAT HE'S DOING.

WE'RE LINING UP FOR OUR PILLS.

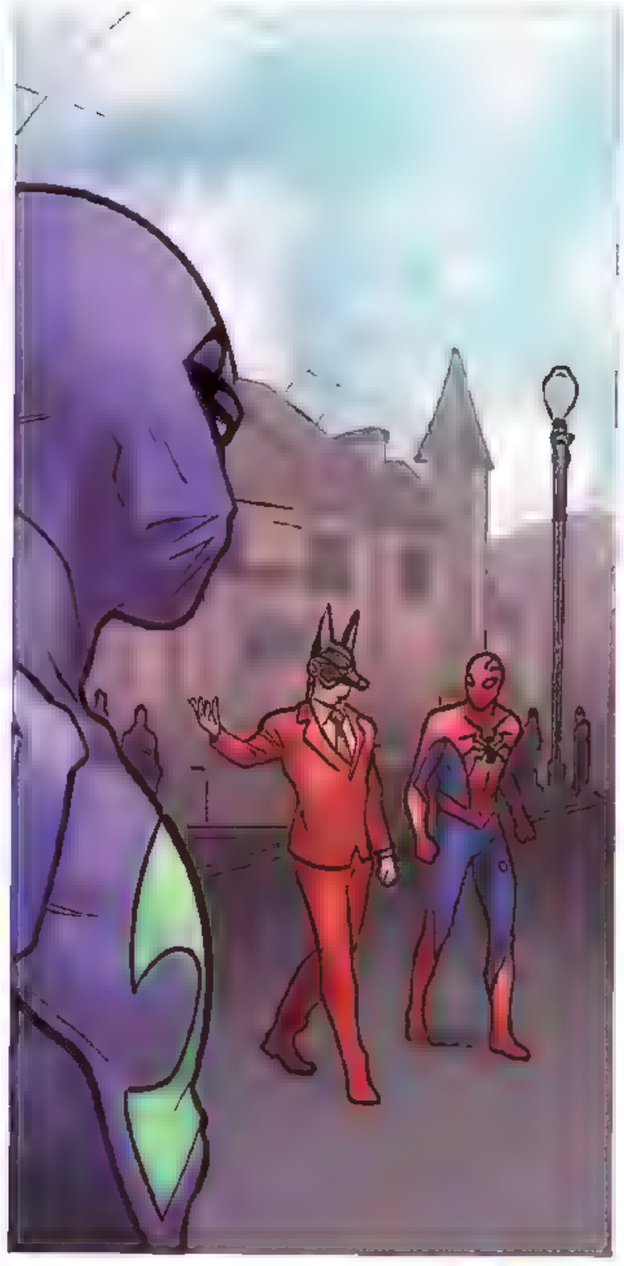
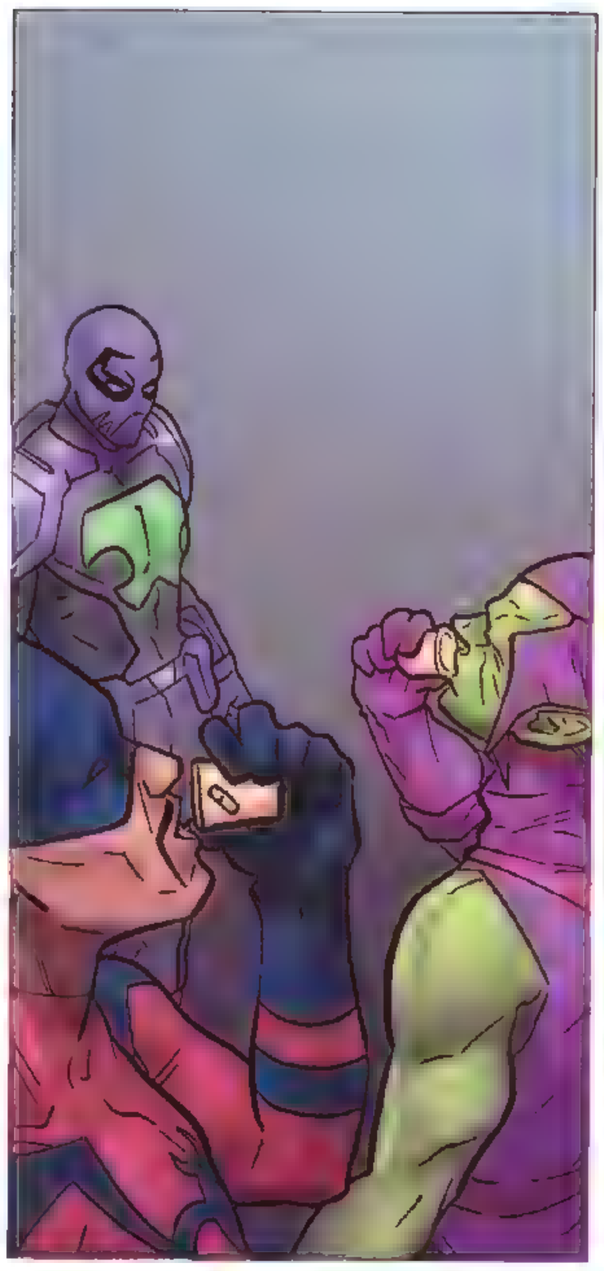
DON'T YOU NEED TO TAKE YOUR MEDICATION?

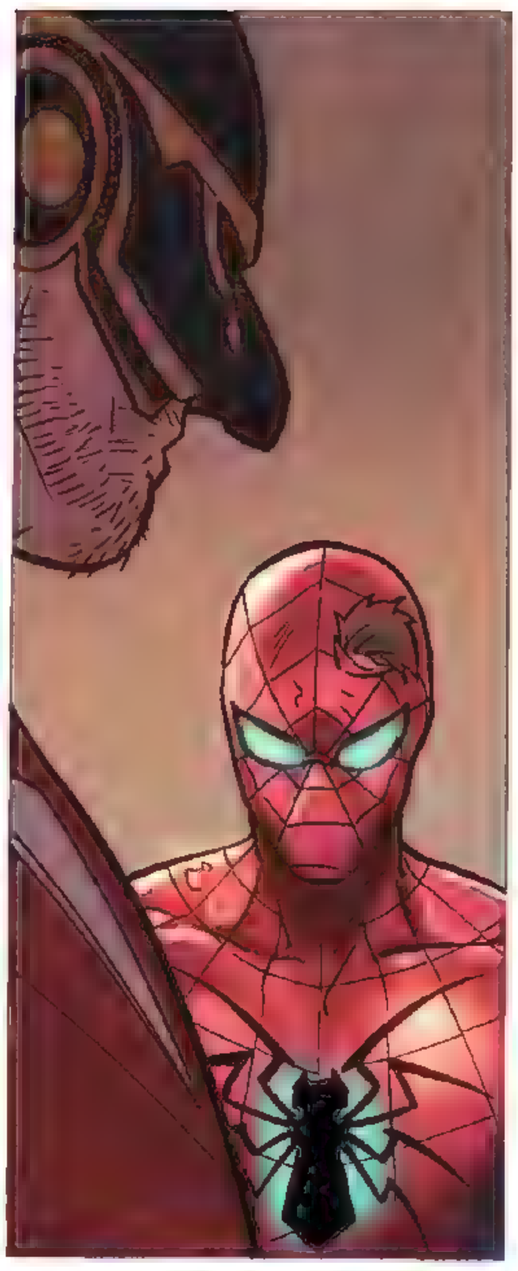
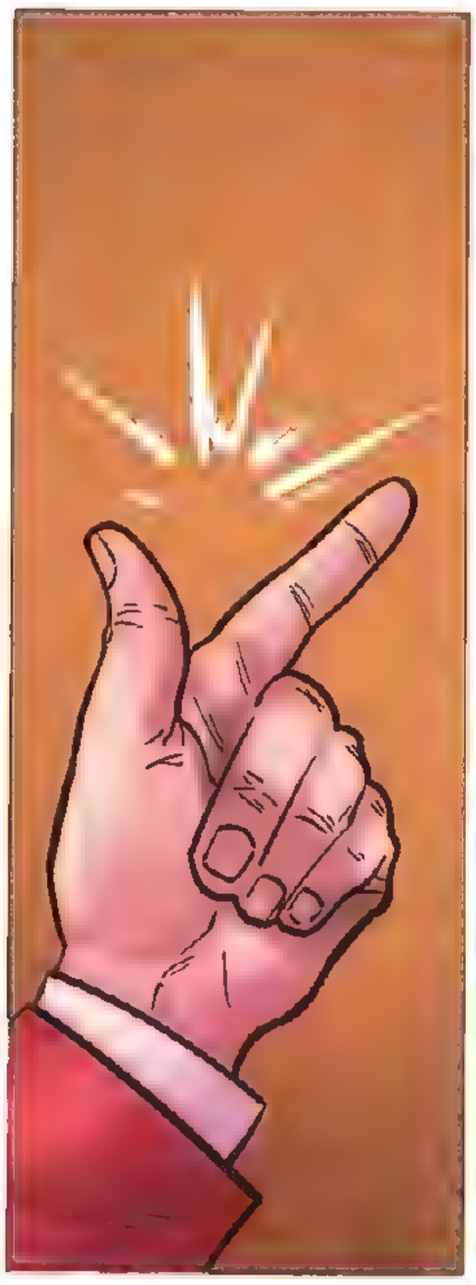
NAH. I TOOK SOME EARLIER. I'M GOOD.

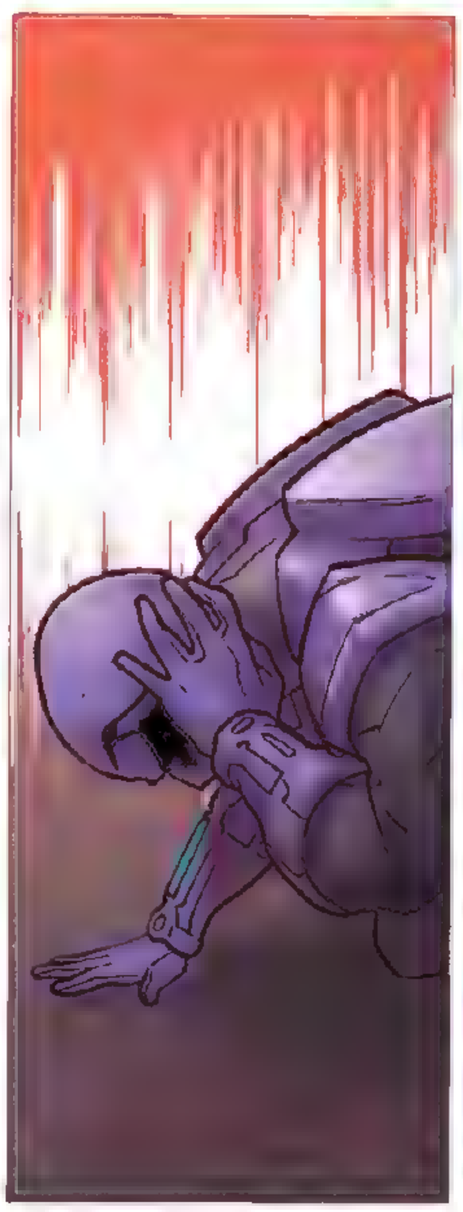
HAVE THERE BEEN ANY BREAK-INS, BY THE WAY?

HERE? NO IDEA. DON'T YOU THINK WE'D HAVE HEARD ABOUT IT?

I'M NOT SO SURE...



THERE GOES SPIDER-MAN. AS USUAL.

I GET IT, THOUGH. HE'S GOT BIGGER THINGS TO WORRY ABOUT THAN ME.

I CAN TAKE CARE OF MYSELF.

WHAT'S AFFECTING ME IS SONIC. IT'S JUST SOUND. ALL I NEED IS A WAY TO DAMPEN IT OUT.

OH, NO... IT'S NOT WORKING.

THE SONIC DAMPENER ISN'T *WORKING.* WHATEVER IS HAPPENING IS TOO *STRONG.*

I CAN *FEEL* MYSELF BREAKING DOWN.

I'VE GOT TO FIND IT. FIND A WAY TO STOP THIS...

...BEFORE I WASTE AWAY.

I'M FIGHTING TO KEEP MYSELF TOGETHER.

AS EVERYONE ELSE FALLS APART.

THIS IS A NIGHTMARE.

ALL OF THE GOOD WORK THE JACKAL HAS DONE... BREAKING DOWN, FALLING APART, COMING UNDONE.

WHO IS DOING THIS?

IT COULDN'T HAVE BEEN SPIDER-MAN. I WAS THERE WITH HIM WHEN THE SONIC BURST STARTED.

JACKAL WOULDN'T DO THIS. WHY *WOULD* HE?

WHO? WHO? *WHO?!*

ARGH!!!

MY BRAIN IS ON FIRE.

I CAN'T THINK... I CAN'T...

ARGHHH!!!!

I CAN'T GET IT! WHO WOULD WANT TO DESTROY THE GOOD HAPPENING HERE?!

HOBIE!! HOBIE!! YOU'RE HERE!!

WHAT THE HELL IS HAPPENING?!

JULIA...

WHAT'S EVEN GOING ON?

HOBIE? WHAT'S GOING ON?

YOU DID THIS. THIS IS ALL *YOUR* FAULT!

WHAT? WHAT ARE YOU TALKING ABOUT?

IS THERE NO ONE I CAN TRUST ANYMORE?

THE CLONES ARE BREAKING DOWN. I'M BREAKING DOWN.

THIS IS EVERYTHING YOU WANTED!

I DIDN'T WANT THIS.

YOU PICK A SIDE. BUT HOW DO YOU KNOW IT'S THE RIGHT SIDE?

YOU *DID!* YOU WANTED...

UGNNN...!

HOBIE, YOU DON'T SOUND RIGHT. ARE YOU OKAY?

WHAT AM I SUPPOSED TO DO?

I'VE ALWAYS THOUGHT I WAS A GOOD PERSON.

WHATEVER THAT MEANS.

YOU'VE RUINED *EVERYTHING!*

HOBIE?! WHAT ARE YOU DOING?!

I'VE ALWAYS TRIED TO HELP PEOPLE IN NEED.

OOOFF!!

BUT I ATTACH MYSELF TO PEOPLE OR CAUSES, THINKING I NEED THEM TO HELP ME HELP PEOPLE.

DAMMIT, HOBIE!

THERE'S SOMETHING WRONG WITH YOU. YOU'RE NOT THINKING STRAIGHT.

LET'S SEE IF I CAN'T KNOCK SOME SENSE INTO YOU.

I TRUST THEM.

I LOSE MYSELF IN THEM.

STOP THIS! THE WALLS ARE COMING DOWN! THE WALLS...

UNNGG!!

HAVE YOU GONE TOTALLY OFF THE DEEP END?

BUT PEOPLE AND CAUSES LET ME DOWN.

I'M ABANDONED.

ARGGHHH!!

I'M SORRY, HOBIE.

EVERYTHING GOES TO HELL.

BUT YOU JUST WON'T LISTEN TO REASON.

THIS IS FOR YOUR OWN GOOD.

AND I'M THE ONLY ONE LEFT TO PICK UP THE PIECES.

BETRAYED...

...BROKEN...

...BUT STILL STANDING.

I PUSH THROUGH MY PAIN.

I PUSH THROUGH MY ANGER AND CONFUSION.

WHAT I FEEL DOESN'T MATTER.

I NEED TO FORGET ABOUT MYSELF...

...AND REMEMBER WHAT MY JOB IS.

HEADS UP! WE GOT A STAMPEDE!

PROWLER! JEAN! WE HAVE TO CONTAIN THESE CLONES.

WE NEED TO KEEP THEM FROM INFECTING PEOPLE OUTSIDE IN THE CITY.

DON'T WORRY. I WAS ON CROWD CONTROL BEFORE YOU SPUN YOUR FIRST WEB.

WE'LL HOLD 'EM HERE! GET MOVING!

YEAH. IF ANYONE'S GOING TO SCIENCE A WAY OUT OF THIS, IT'S *YOU*.

HURRY.

THANKS! GOOD LUCK!

I DON'T KNOW HOW MUCH TIME I'VE GOT LEFT.

ALL I *DO* KNOW IS THAT THE JACKAL GAVE ME ONE JOB-- TO KEEP THESE PEOPLE IN LINE.

SO THAT'S WHAT I'M GOING TO DO.

PROWLER! THEY'RE HEADING FOR THE LOADING DOCK. WE CAN'T LET THEM GET THROUGH! WE NEED TO SECURE THOSE DOORS!

I'M A LITTLE BUSY HERE...

OOOFFF!

THIS MIGHT BE IMPOSSIBLE.

I'M NOT STRONG ENOUGH...

AND I CAN'T EVEN FEEL MY--

ARGHHH!

I CAN DO THIS...I HAVE TO.

ALL I NEED IS MYSELF.

I--

BANG

COME ON, PROWLER. I GOT YOU.

WE'RE BETTER IF WE HANDLE THIS TOGETHER.

BOOM

OH, NO...

THE LOADING BAY DOORS...

THIS JUST WENT FROM BAD TO *ANARCHY.*

PROWLER, COME ON, PICK UP THE PACE. I'M GOING TO NEED YOUR HELP WITH THIS.

THIS IS HORRIBLE. THESE CLONES ARE BREAKING DOWN, THEY'RE NOT THINKING RIGHT, AND NOW THEY'RE LOOSE ON THE DAMNED STREET.

WE NEED TO DISTRACT THEM. KEEP THEM AWAY FROM CIVILIANS.

MAKE SOME NOISE! GET THEIR ATTENTION!

AND, WHEN YOU DO, TRY TO KEEP THEM CORNERED AS BEST AS YOU CAN.

SEEMS DECEPTIVELY SIMPLE.

BLAM BLAM

IT WON'T BE. DON'T FORGET, THEY ALL WANT TO KILL YOU.

AND NOW THEY HAVE NO REASON *NOT* TO.

OH, NO YOU DON'T!

ARGGHH!!!

PROWLER! WHAT HAPPENED? EVERYTHING OKAY?!

NO.

THERE'S TOO MANY OF THEM.

THIS IS IMPOSSIBLE.

THWIP

THWIP

HEY THERE, PAL...

...LOOKS LIKE YOU COULD USE SOME HELP.

I'VE GOTTEN THOSE CIVILIANS TO SAFETY. WHERE DO WE HEAD NEXT?

LET'S REGROUP WITH JEAN. SHE--

:COUGH COUGH:

SHE'LL KNOW--

:COUGH COUGH:

PROWLER, RIGHT? SPIDER-MAN'S TALKED ABOUT YOU. ARE YOU OKAY?

I'M FINE.

YOU DON'T LOOK FINE.

WE'VE GOT WORK TO DO. DON'T WORRY ABOUT ME.

JEAN DEWOLFF! WE'RE HERE TO HELP.

THANK GOD. WE NEED ALL THE HELP WE CAN GET, HERE. THIS IS UNRAVELING WAY TOO QUICKLY.

I'VE SEEN THIS BEFORE ON TOO MANY EARTHS TO COUNT. THIS COULD BE THE END OF THE WORLD.

WE NEED TO CONTAIN THESE PSYCHOS. *NOW.*

SPIDER-MAN IS FINDING A WAY TO REVERSE THE DECAY, BUT I DON'T KNOW HOW LONG THAT WILL TAKE.

EVEN IF HE *IS* ABLE TO REVERSE IT, WE'LL STILL HAVE THE SITUATION DOWN HERE TO DEAL WITH...

...AND I DON'T KNOW THAT ALL OF US WILL BE UP TO THE TASK.

PROWLER!!!

OH GOD, HE'S BREAKING DOWN. GUESS HE COULD ONLY FIGHT IT FOR SO LONG.

TELL ME ABOUT IT. IT'S TAKING EVERYTHING I HAVE JUST TO STAY UPRIGHT.

WE NEED TO GET HIM SOMEWHERE SAFE AND OUT OF THE WAY.

I GOT HIM. YOU GUYS JUST KEEP THOSE THINGS OFF OF US WHILE I'M AT IT.

THEY'RE NOT THINGS-- NOT AS LONG AS WE CAN CURE THEM IN TIME. COME ON, JEAN.

RIGHT BEHIND YOU.

HERE YA GO, PROWLER. JUST STAY HIDDEN AS WELL AS YOU CAN BACK HERE.

WE'LL DO OUR BEST TO KEEP THE BAD GUYS AWAY FROM YOU.

NO...

I CAN HELP...

PROWLER, YOU JUST NEED TO RELAX AND REST.

DON'T WORRY. WE GOT THIS.

THEY'VE GOT THIS.

HOW MANY TIMES HAVE I HEARD *THAT* BEFORE?

I PUT MY FAITH IN PEOPLE AND WHERE DOES IT GET ME?

HERE.

DYING IN AN ALLEY, USELESS TO EVERYBODY.

I CAN'T TRUST ANYONE.

HOBIE BROWN.

I KNEW I'D FIND YOU HERE...

...WITH THE REST OF THE *GARBAGE.*

I'M ALL ALONE.

OOOFF!!

JULIA?

HOBIE! THANK GOD I FOUND YOU!

SPIDER-MAN MUST HAVE FIGURED OUT HOW TO FIX ALL OF THIS. THE CLONES OUTSIDE HAVE BEEN CURED. THEY'RE DOWN AND OUT, BUT THEY'RE NOT CONTAGIOUS OR DISINTEGRATING ANYMORE.

IT HAD SOMETHING TO DO WITH THOSE WEBWEAR DEVICES PARKER INDUSTRIES SELLS.

YOU SHOULD BE OKAY, TOO YOU'RE GOING TO MAKE IT THROUGH THIS.

SHE SAVED MY LIFE...

AGAIN.

SHE DIDN'T HAVE TO. ESPECIALLY NOT AFTER WHAT I DID TO HER...

AND SPIDER-MAN DIDN'T LET US DOWN, EITHER.

OH, NO.

HA HA!
JULIA...
ARGGHH!!!
YOU CAME TO SAVE LITTLE HOBIE HERE, BUT NOW...
...WHO'S GOING TO SAVE YOU?
"IS IT REALLY YOU?"
PROWLER? HOBIE?
HEY, YEAH. IT'S ME. WHAT'S GOING ON? LAST I REMEMBER, I WAS IN SAN FRANCISCO AND--
JULIA, RIGHT? JULIA CARPENTER?
NNG.

HOW ARE YOU FEELING?

I FEEL LIKE I'VE TAKEN A HUNDRED-YEAR NAP. BUT I'LL BE OKAY.

SPIDER-MAN BROUGHT ME UP TO SPEED ON JACKAL AND *NEW U.*

KRAK

NO ONE'S TOLD YOU ABOUT...THE *OTHER* YOU? JACKAL MADE A CLONE OF YOU.

YOU WERE... YOUR CLONE WAS WORKING FOR JACKAL.

WHAT?! THERE WAS ANOTHER ONE OF ME?

WHERE IS HE NOW?

...

I'M SORRY, HOBIE.

BETRAYED...

...BROKEN...

...BUT STILL STANDING.

HOBIE!

I PUSH THROUGH MY PAIN.

JULIA... I'M SORRY.

SORRY?! FOR WHAT?

YOU JUST SAVED MY LIFE.

I PUSH THROUGH MY ANGER AND CONFUSION.

I'M SO SORRY, I'M HAVING A TOUGH TIME WRAPPING MY HEAD AROUND THIS.

SO WHILE I WAS HERE, THERE WAS A CLONE OF ME, LIVING *MY* LIFE...

AND NOW HE'S *DEAD?*

I DON'T EVEN KNOW WHERE TO START.

WHAT I FEEL DOESN'T MATTER.

I'M SORRY, I FORGOT.

I FORGOT I'M NOT IMPORTANT.

I NEED TO FORGET ABOUT MYSELF...

WHAT WAS HE LIKE?

HE WAS GOOD.

...AND REMEMBER WHAT MY JOB IS.

NNNG.

SAN FRANCISCO.

KCHH

GNNH!

AHH!

PUNCH

KING'S FAVOR

STAY OUT OF THIS.

THAT GOES FOR *ALL OF YOU.*

THIS IS BETWEEN *ME* AND THE *FAT MAN.*

YOU DON'T TALK ABOUT THE BOSS LIKE THAT!

LAY HIM OUT!

GENTLEMEN, PLEASE. I'M EATING.

VERY DISAPPOINTING.

I WAS VERY *EXPLICIT* WITH YOUR EMPLOYER WHEN I ARRANGED THIS "MEETING."

THIS WAS ABOUT BUSINESS. THERE'S NO NEED FOR VIOLENCE.

YEAH? WELL, MR. PARKER MUST'VE LEFT THAT PART OUT.

HE'S A BUSY GUY. GOT A LOT ON HIS PLATE. YOU KNOW HOW IT IS.

UNDERSTANDABLE. HE HAS A LOT TO BE DISTRACTED WITH.

HIS SIGNATURE PRODUCT, WEBWARE, HAS BEEN MALFUNCTIONING AROUND THE WORLD.

THE COST MUST BE *INCALCULABLE.*

THOSE "MALFUNCTIONS" SAVED HUNDREDS-- *THOUSANDS* OF LIVES!

OF COURSE. WELL DONE.

BUT, THERE WAS THAT AWFUL AFFAIR WITH THE *JACKAL*...

...ALL OF YOUR FRIENDS AND ASSOCIATES RESURRECTED FROM THE DEAD...

...BUT ONLY FOR A FEW BRIEF MOMENTS. THAT MUST HAVE BEEN A BITTER PILL, EH, WALL-CRAWLER?

STILL, WITH THE INFORMATION I GAVE YOU...

...YOU GOT SOME LICKS IN AND DISMANTLED HIS LITTLE EMPIRE. THAT HAD TO GIVE YOU SOME SATISFACTION.

ENOUGH. WHAT DO YOU WANT, FISK?

WANT? WHEN LAST WE MET, YOU SAID I OWED YOU A FAVOR.

THAT IS WHY YOU ARE HERE, SPIDER-MAN. I'M READY TO *REPAY IT.*

THEN OUR SLATE WILL FINALLY BE CLEAN AND DEBT-FREE.

THAT'S *NOT* HOW FAVORS WORK!

YOU DON'T COME TO ME, FISK.

I COME TO YOU!

IMPETUOUS, BOY. DON'T YOU SEE? FOR ONCE, I HAVE *YOUR* BEST INTERESTS AT HEART.

LOOK AT YOU. YOU'RE *HURTING.*

YOUR AFFECTIONS HAVE BEEN TOYED WITH. YOUR SOUL CRUSHED.

ALL THAT REMAINS IS A RAW, EXPOSED NERVE.

ADMIT IT. YOU *NEED* A WIN.

AND THAT IS *EXACTLY* WHAT I CAN GIVE YOU.

WHAT IS THAT? A THUMB DRIVE? WHAT'S ON IT?

YOUR GREATEST ENEMY. AND WHERE THEY'VE BEEN HIDING ALL THIS TIME.

PULL THIS STRING AND IT WILL LEAD YOU TO THEM.

WHO?

OSBORN.

...

DEAL.

THE CLONE CONSPIRACY #1-5 • COMBINED VARIANTS BY **ALEXANDER LOZANO & MORRY HOLLOWELL**

AMAZING SPIDER-MAN #19 • VARIANT BY **AARON KUDER & MORRY HOLLOWELL**

AMAZING SPIDER-MAN #20 ✱ VARIANT BY **SIMONE BIANCHI**

AMAZING SPIDER-MAN #21 ● VARIANT BY **PAOLO RIVERA**

AMAZING SPIDER-MAN #22 ✦ VARIANT BY **SIMONE BIANCHI**

AMAZING SPIDER-MAN #23 ✱ VARIANT BY **SIMONE BIANCHI**

AMAZING SPIDER-MAN #24 ● VARIANT BY **GABRIELE DELL'OTTO**

AMAZING SPIDER-MAN #24 ✦ CORNER BOX VARIANT BY **JOE JUSKO**

SILK #14 🕷 VARIANT BY **TODD NAUCK & RACHELLE ROSENBERG**

PROWLER #1

TEASER VARIANT
BY **MIKE DEODATO JR.**
& **FRANK MARTIN**

PROWLER #2

VARIANT BY
JAMAL CAMPBELL

PROWLER #2

DIVIDED WE STAND
VARIANT BY
SIMONE BIANCHI

PROWLER #3

VARIANT BY
RON LIM &
MARTE GRACIA

PROWLER #1

HIP-HOP VARIANT BY
RAY-ANTHONY HEIGHT
& **ROB SCHWAGER**

PROWLER #1

ACTION FIGURE
VARIANT BY
JOHN TYLER
CHRISTOPHER

DEAD NO MORE!

IN HIS CAREER AS SPIDER-MAN, Peter Parker has suffered profound loss – of loved ones, friends, even enemies. What would it mean to him if those he had mourned returned from the grave? Find out as he is reunited with cherished faces he thought he'd never see again – as well as deadly foes he hoped would stay buried. Because for every Gwen Stacy, there's a Doctor Octopus! And the genius behind these resurrections is the villain who once cloned Spider-Man: the maniacal Jackal! As allies including Silk, the Prowler and Scarlet Spider are drawn into the fray, Spidey is in for one of the most painful struggles he has ever known. If the Jackal conquers death, can life ever be the same?

COLLECTING ***THE CLONE CONSPIRACY #1-5*** AND ***OMEGA***, ***AMAZING SPIDER-MAN #20-24***, ***SILK #14-17***, ***PROWLER #1-5***, AND MATERIAL FROM ***FREE COMIC BOOK DAY 2016 (CAPTAIN AMERICA) #1*** AND ***AMAZING SPIDER-MAN #19*** – BY DAN SLOTT, CHRISTOS GAGE, SEAN RYAN, ROBBIE THOMPSON, PETER DAVID, JIM CHEUNG, GIUSEPPE CAMUNCOLI, RON FRENZ, IRENE STRYCHALSKI, JAVIER SALTARES, JAMAL CAMPBELL, JAVIER GARRÓN, MARK BAGLEY, STUART IMMONEN, JOHN DELL, CAM SMITH, CORY T. SMITH, LORENZO RUGGIERO, JAY LEISTEN, WADE VON GRAWBADGER, ROBERTO POGGI, JUSTIN PONSOR, EDGAR DELGADO, JASON KEITH, IAN HERRING, IRMA KNIIVILA, FRANK D'ARMATA AND RICHARD ISANOVE.